

Exhibit "A"
EDMONTON ALANO CLUB 1969 BYLAWS

I. INTERPRETATION

1.01 Unless the context otherwise obviously requires, the following words shall have the meanings set out opposite each, namely:

- **"Board"** means the Board of Directors;
- **"Chair"** means the Chair of the Board of Directors;
- **"Member"** means a person who has been accepted for membership and has not been disqualified from membership in the Society.

1.02 Wherever the context so requires, the masculine shall include the feminine.

II. MEMBERSHIP

2.01 Membership in the Society shall be open to any person who desires to stay sober and feels that the fellowship and understanding of other Members of the Society will help him to do so.

2.02 Applications for membership shall be submitted to the Club Manager and shall become effective upon approval by the Membership Committee.

2.03 The membership fees in the Club shall be payable monthly/annually within the calendar month/year and shall be in such amount as the Board may from time to time by resolution determine to be necessary for the operation of the Club.

2.04 A Member shall be suspended from membership and disqualified if, while on the Club premises, he is under the influence of alcohol or other drug, or if by the 30th day following the membership due date he has not paid his dues.

2.05 The Membership Committee may in a case of hardship and in their sole discretion grant a grace period of one month or more for the payment of any dues by a person seeking membership, or when suspending and disqualifying a Member.

2.06 The Membership Committee may recommend to the Board, Members of the Society who should be given a "Life Membership" in the Society. The basis for Life Membership will be:

- The Member must be 65 years of age or older.
- The Member has been a supporter of the Society in the past.
- The Member still visits the Club.

The Board must approve all nominations for Life Membership. The Life Membership enables a Member to have the option of paying dues, but he must obey all other bylaws and rules of the Society.

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2.07 A Member may withdraw from membership at any time.

III. MEETINGS OF MEMBERS

3.01 All meetings of the Members other than the Annual Meeting shall be deemed to be Special Meetings.

3.02 The meetings of the Members of the Society shall be held at the club premises in the City of Edmonton in the Province of Alberta in the month of November in each year.

3.03 All business other than the report of the Society's auditors, the presentation of the financial statements of the Society, the report of the Directors upon the operations of the Club during the preceding year, and the election of Directors, shall be deemed to be special business.

3.04 Not less than fourteen (14) days notice shall be given to the Members of the Annual Meeting of the Society.

3.05 The notice of the Annual Meeting of the Society shall include a list of the Directors proposed for election by the Nominating Committee and a statement of the general nature of any special business that the Directors propose to bring before the Annual Meeting. Nothing in this paragraph shall prevent a Member from nominating from the floor any other Member of the Society to serve as a Director, providing however that the Member so nominated has given his consent to serve.

3.06 Special meetings of the Members may be called by the Board or by any three (3) Directors of the Board at any time upon not less than twenty-one (21) days notice to the Members. The notice of a Special Meeting shall state with reasonable clarity the business proposed for the meeting.

3.07 The quorum for an annual or any Special Meeting and to conduct the ordinary business thereat shall be paid Members who are present at the start of the meeting.

3.08 Each Member shall be entitled to one (1) vote. Proxies are not permitted.

3.09 A notice of meeting of the Members shall be sent by ordinary mail, postage prepaid, to the address of the Member shown on his application for membership. It is the duty of the Member to keep the Club Manager informed of any change of address. In the event of a postal strike or disruption of mail services, the Board may notify the Members of the proposed meeting by telephone, and if satisfied that at least seventy-five percent (75%) of the Members have been notified, and providing that a quorum is present at the start of the meeting, the Chair may declare that the meeting is properly convened. Failure of any Member to receive notice of the meeting shall not invalidate the proceedings taken at that meeting.

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IV. DIRECTORS

- 4.01 The Directors shall manage the affairs of the Society and shall be responsible for and supervise management of the Club premises.
- 4.02 The number of Directors shall be not more than twelve (12) and not less than eight (8).
- 4.03 At the first Annual Meeting of the Society following the adoption of these bylaws, one-half (1/2) of the Directors shall be elected for a two (2) year term and one-half for a one (1) year term. Thereafter, the term of a Director shall be for two (2) years and one-half (1/2) of the Directors shall retire or stand for re-election at each Annual Meeting. A Director shall not be eligible to serve for more than two (2) year terms.
- 4.04 It shall be necessary qualifications of a Director that he be a Member of the Society for at least six (6) months prior to his election and that he must have maintained sobriety before becoming a Director for at least one (1) year. The Board may appoint people without these qualifications to the Board to fill vacant positions on the Board, These appointees must be nominated and elected to the Board at the next Annual or Special Meeting of the Society. A Director who ceases to be a Member because of failure to pay his monthly dues shall have one (1) month in which to pay any arrears of membership fees, failing which, he shall automatically stand dismissed from the Board.
- 4.05 A Director may be disqualified from serving out the balance of his term if:
- He disappears for three (3) months and neither the remaining Directors nor the Club Manager have heard from him;
 - If he is absent without reasonable cause from meetings of the Directors for three (3) successive Meetings or more than fifty percent (50%) of the Meetings of the Directors in any one calendar year;
 - If he loses his sobriety;
 - If his Co-Directors unanimously resolve at two (2) successive Meetings of the Board held not less than three (3) weeks apart that he be disqualified. A Director sought to be disqualified hereunder must receive notice of each of the two (2) Meetings of Directors at which his remaining Co-Directors seek to disqualify him
- 4.06 No Director shall receive any remuneration for serving as a Director of the Society. A Director is prohibited from being an employee of the club or the Manager of the Club by contract or otherwise.
- 4.07 At the first meeting of the Directors following the Annual Meeting of the Society, the Board shall choose one of its Members to act as Chair and another to act as Vice-Chair until the first meeting of the Directors following the next Annual Meeting.

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- 4.08 The Chair of the Board, or in his absence the Vice-Chair, shall preside over all meetings of the Board and of the Members of the Society and shall be ex-officio Member of all committees of the Directors.
- 4.09 Every Director or Member of a committee of the Board who has undertaken or is about to undertake any act, responsibility, duty, capacity or service or other matter or thing whatsoever for or on behalf of the Edmonton Alano Club, or who has undertaken or is about to undertake any liability for or on behalf of the Edmonton Alano Club and their heirs, executors and administrators and estate and effect, respectively, shall from time to time and at all times be indemnified and saved harmless by the Society from and against:
- (a) all costs, charges and expenses which such Director or Member of a committee sustains or incurs in or about any actions, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, responsibility, duty, capacity or service or matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of such liability;
 - (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.
- 4.10 The Board has the power to borrow money and to enter into a mortgage agreement with a financial institution listed in Schedule 1 of the Bank Act of Canada, an Alberta credit union, or ATB Financial in order to purchase land and buildings and to perform renovations to its buildings.
- 4.11 The Board may accept grant funding and donations, earn lease revenue, conduct auctions and other revenue-generating activities and apply for and operate such licenses, permits and events as it deems to be beneficial to the interests of the Society.

V. COMMITTEES OF THE DIRECTORS

- 5.01 At the first meeting of the Directors following the Annual Meeting of the Society, the Directors shall appoint not more than five (5) Members to serve on the following standing committees, whose duties and responsibilities shall be determined and varied by the Board from time to time:
- The Finance Committee, one Member of which must be the Secretary-Treasurer of the Society;
 - The Membership Committee;

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- The House and Grievance Committee;
 - The Nominating Committee, one Member of which must be the Chair and one Member of which must be the immediate past Chair, whether or not he is still a Director or Member of the Society.
- 5.02 The Board may from time to time by resolution create any other committees it feels necessary and may determine its composition, its duties, its membership and its term of existence.
- 5.03 The Members of each committee at their first meeting following the Annual Meeting of the Society shall appoint one of their Members to be Chair of the committee until the first meeting of the committee following the next Annual Meeting of the Society.
- 5.04 There shall be a Committee of Trustees of not less than three (3) persons and not more than five (5) persons. The first Committee of Trustees shall be nominated by the Board of Directors and approved by a majority of the membership present at a Special Meeting. Subsequently Trustees shall be nominated by the Board of Directors and approved by a majority of the membership present at an Annual Meeting. Trustees shall be past full-time Members of the Board who have at least five (5) years of continuous sobriety.
- (a) The Committee of Trustees may from time to time appoint advisors, persons from the community at large;
 - (b) The term of office for a Trustee shall be two (2) years;
 - (c) The Committee of Trustees shall meet at least once every three (3) months. A Trustee may attend any meeting of the Board of Directors as an ex-officio Member;
 - (d) A Trustee will be deemed to have resigned from the office of a Trustee upon the loss of sobriety, or for failing to attend three (3) consecutive meetings of the Committee of Trustees;
 - (e) The powers of the Committee of Trustees shall be confined to:
 - i. Advising the Board on the interpretation of the Bylaws and the A.A. Guidelines — Clubs;
 - ii. Ensuring that the financial accounts and receipts of the Society are properly audited;
 - iii. Advising the Board of Directors on establishment of a Financial Reserve and a Building Fund;

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- iv. Request Members of the Board to attend meetings of the Committee of Trustees when the Trustees consider such attendance beneficial;
- v. Make recommendations to the Board when the Trustees consider such recommendations necessary for the welfare of the Society;
- vi. Call a special General Meeting of the Society when the differences between the Board and Committee of Trustees are irreconcilable.

VI. OFFICERS

- 6.01 At the first meeting of the Directors following the Annual Meeting of the Society, the Chair shall appoint a Secretary-Treasurer or a Secretary and a Treasurer to serve until the first Meeting of the Directors following the next Annual Meeting of the Society or for such further period, not exceeding two (2) years, as the Board may by resolution determine.
- 6.02 The Secretary and Treasurer must be Members of the Board.

VII. THE SEAL

- 7.01 The Seal of the Society shall be under the care of the Secretary, and when used shall be authenticated by the signatures of the Chair or Vice-Chair together with the Secretary or the Treasurer, or any two Directors as the Board may from time to time by resolution determine if the foregoing are for any reason not available.

VIII. AUDIT

- 8.01 The Auditor of the Society shall be appointed at each Annual Meeting of the Society.
- 8.02 A Director shall not be eligible to serve as Auditor of the Society.
- 8.03 The Auditor need not be a Member of the Alberta Institute of Chartered Accountants.

IX. ALTERATION OF THE BYLAWS

- 9.01 The Bylaws of the Society may be varied, revoked or replaced only by a special resolution of the Members, notice of which containing the text of the proposed variation, revocation or replacement has been given in accordance with these Bylaws, and which resolution has been passed by not less than three-quarters (3/4) of the Members personally present at the Annual General Meeting or Special Meeting called to consider the proposed variation, revocation or replacement.

X. RECORDS

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- 10.01 The Secretary shall record the minutes of all meetings of the Directors and Members of the Club. In the event the Secretary is unable to attend any meeting or either Directors of Members, the Chair may appoint a Secretary to take the minutes of that meeting.
- 10.02 Minutes of meetings of the Directors and Members of the Society and all other books and records of the Society shall be kept at the registered office of the Society from time to time.
- 10.03 The books and records of the Society shall be open for inspection by the Members between the hours of 10 a.m. and 4 p.m. any weekday excluding Saturday, Sunday or Statutory Holiday.
- 10.04 Upon dissolution of the Society, any assets will devolve to the Edmonton Chapter, Alcoholics Anonymous Central Office Society.