RED DEER LARP SOCIETY

Corporate Bylaws

ARTICLE 1: AFFILIATION AND DEFINITIONS

- **1.1 The Society** – The name of the organization is the Red Deer LARP Society (herein referred to as "the Society").
- **1.2 Definitions** – In these bylaws:
  • **"Board"** means the Board of Directors of the Society.
  • **"Director"** means any person elected or appointed to the Board.
  • **"Member"** means a member in good standing of the Society.
  • **"Special Resolution"** means a resolution passed by a majority of not less than 75% of the votes cast by Members present in person at a general meeting, of which at least twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given.

ARTICLE 2: MEMBERSHIP

- **2.1 Admission** – Membership is open to any individual interested in supporting the objectives of the Society who applies for membership, agrees to abide by the Society's Code of Conduct, and pays the annual membership fee.
- **2.2 Fees** – The annual membership fees, if any, shall be determined from time to time by the Board and approved by the membership at the Annual General Meeting (AGM).
- **2.3 Withdrawal** – Any Member may withdraw from the Society by sending a written notice (including electronic mail) to the Secretary. Upon receipt of such notice, the Member ceases to be a member. No refunds of fees will be issued.
- **2.4 Expulsion and Suspension** – The Board may, by a two-thirds (2/3) majority vote, suspend or expel any Member whose conduct is determined to be detrimental to the Society, its safe space policies, or its community guidelines.
  • The Member must be given at least fourteen (14) days' written notice of the proposed disciplinary action and the reasons for it.
  • The Member has the right to be heard or to submit a written statement to the Board before a final vote is taken.

ARTICLE 3: MEETINGS OF THE MEMBERS

- **3.1 Annual General Meeting (AGM)** – The Society shall hold an AGM on or before June 30th of each calendar year. At this meeting, the Members shall elect the Board, receive the annual financial statements, and appoint the auditors for the upcoming year.
- **3.2 Special General Meeting (SGM)** – An SGM may be called at any time by the Board, or upon the written request of at least twenty-five percent (25%) of the Members in good standing, stating the purpose of the meeting.
- **3.3 Notice of Meetings** – Written or electronic notice of any general meeting (AGM or SGM) must be sent to every Member at least twenty-one (21) days prior to the meeting, stating the date, time, place, and agenda.
- **3.4 Quorum** – A quorum for any AGM or SGM shall consist of at least ten percent (10%) of the Members in good standing, or five (5) Members, whichever is greater.

- **3.5 Voting** – Each Member in good standing present at a meeting is entitled to one (1) vote. Voting by proxy is not permitted. Votes shall be decided by a simple majority, except where a Special Resolution is required by law.

ARTICLE 4: GOVERNANCE AND THE BOARD

- **4.1 Composition** – The Board of Directors shall consist of a minimum of three (3) and a maximum of seven (5) Directors, elected at the AGM.
- **4.2 Executive Officers** – Immediately following the AGM, the elected Directors shall meet to choose from among themselves the Executive Officers: President, Vice-President, Secretary, and Treasurer. (The offices of Secretary and Treasurer may be combined into Secretary-Treasurer at the Board's discretion).
- **4.3 Term of Office** – Directors shall serve a term of one (1) year, ending at the adjournment of the AGM following their election. Directors are eligible for re-election.
- **4.4 Removal of Directors** – The Members may, by Special Resolution at an SGM called for that purpose, remove any Director from office before the expiration of their term and elect another Member in their stead.
- **4.5 Remuneration** – No Director or Officer shall receive any payment or financial reward for their services as a Director. Directors may be reimbursed for reasonable, pre-approved out-of-pocket expenses incurred on behalf of the Society.

ARTICLE 5: DUTIES OF OFFICERS

- **5.1 President** – The President shall supervise the affairs of the Society, preside at all meetings of the Society and the Board, and act as the primary spokesperson for the organization.
- **5.2 Vice-President** – The Vice-President shall assist the President and assume the duties of the President in their absence, resignation, or inability to act.
- **5.3 Secretary** – The Secretary shall attend all meetings, keep accurate minutes of all proceedings, maintain the register of Members, have custody of the Society's official records, and handle corporate correspondence.
- **5.4 Treasurer** – The Treasurer shall receive and deposit all monies paid to the Society, keep full and accurate books of account, pay all authorized bills, and present a detailed financial statement at the AGM.

ARTICLE 6: FINANCIAL CONTROLS AND RECORDS

- **6.1 Fiscal Year** – The fiscal year of the Society shall end on December 31st of each year.
- **6.2 Audit of Accounts** – The books, accounts, and financial records of the Society shall be audited at least once each year. (Conducted by a qualified professional accountant or two Members elected at AGM).
- **6.3 Inspection of Books** – The books and records of the Society may be inspected by any Member in good standing at the AGM, or at any other reasonable time, upon giving seven (7) days' written notice to the Board.
- **6.4 Borrowing Powers** – For the purpose of carrying out its objects, the Society may borrow or raise funds in such manner as it thinks fit, provided that the borrowing of any sum exceeding $1,000 must be authorized by a Special Resolution of the Members.

ARTICLE 7: LEGAL MACHINERY AND MISCELLANEOUS

- **7.1 Corporate Seal** – The Society may adopt a corporate seal kept in custody of the Secretary.
- **7.2 Amending the Bylaws** – These bylaws shall not be rescinded, altered, or added to except by a Special Resolution of the Society, filed with and approved by the Alberta Corporate Registry.
- **7.3 Internal Dispute Resolution** – Unresolved disputes between Members or between a Member and the Board shall be referred to an independent, mutually agreed-upon third-party mediator.
- **7.4 Dissolution** – Remaining assets after dissolution shall be donated to a registered Canadian charity or non-profit with similar community goals.