

GEOCACHING EDMONTON AND AREA ASSOCIATION

BYLAWS

1.0 NAME & PURPOSE

- 1.1 The name of the Society shall be Geocaching Edmonton and Area Association.
- 1.2 The purpose of the Association is to promote geocaching in Edmonton and Northern Alberta, provide education about geocaching, encourage newcomers, and share in the enjoyment of geocaching.

2.0 DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions:

Act	shall mean the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it
Association	shall mean Geocaching Edmonton and Area Association (GEAA)
Director-at-Large	shall mean any person elected or appointed to the Board
Geocaching	shall mean a recreational outdoor activity using rules set out by Groundspeak Inc. at https://www.geocaching.com/
General Meeting	shall mean any regular meeting of the Association
Officer	shall mean a member of the Executive Committee (see 8.2)
Special Meeting	shall mean a General Meeting called for a specified purpose (see 7.2.2)
Special Resolution	shall mean a specific motion that is required to make any amendment to the articles or the by-laws of a corporation (see 14.1, 15.1)

2.2 Interpretation

- 2.2.1 Headings are for convenience only; they should not affect the interpretation of these bylaws.
- 2.2.2 These bylaws should be interpreted broadly and generously.

3.0 ADMINISTRATION

3.1 Association Address

- 3.1.1 The address for the Association shall be the address of the Secretary of the Association.

3.2 Corporate Seal

- 3.2.1 This Association does not have or keep a corporate seal.

4.0 RULES OF ORDER

- 4.1 The most recent edition of Robert's Rules of Order (RRO) shall govern unless embodied in these bylaws, or such policies as enacted by the Association. (see <http://www.rulesonline.com/rro--00.htm>)

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5.0 MEMBERSHIP

- 5.1 Any person being of the full age of 18 years, may become a member by payment of the membership fee. Anyone who is under the age of 18 may be an associate member, with no membership fee, but without the opportunity to vote.
- 5.2 Membership fee in the Association shall be determined, from time to time, by the members at a General Meeting.
- 5.3 Only members who have paid their annual membership fee are eligible to vote.
- 5.4 Members shall supply such contact information as the Act requires.
- 5.5 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.
- 5.6 Any member, upon a majority vote of all members of the Association in good standing, may be expelled from membership for any cause which the Association may deem reasonable. See policies for criteria for dismissal.
- 5.7 The membership year shall be annual and shall coincide with the financial / calendar year.

6.0 VOTING

- 6.1 Any member who has not withdrawn from membership, has not been suspended, or has not been expelled shall have the right to vote at any meeting of the Association.
- 6.2 Motions shall be passed by a simple majority.
- 6.3 Voting for the election of Board members shall be by secret ballot.
- 6.4 Voting on a Special Resolution shall have the support of three-quarters of the members.
- 6.5 The Past President may vote during meetings of the Executive Committee as per RRO (see RRO on line 58:5).
- 6.6 President may vote as per RRO (see RRO on line 58:5).

7.0 MEETINGS

- 7.1 20% of members in good standing shall constitute a quorum at any meeting, except Board and Executive Committee meetings.
- 7.2 General Meetings**
 - 7.2.1 General Meetings of the Association may be called at any time by the Secretary upon the instructions of the President or Board, by notice in writing to the last known email address of each member, delivered 14 days prior to the date of such meeting.
 - 7.2.2 A Special 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 meeting. The notice shall be by email to the last known address of each member, delivered in email 14 days prior to the meeting.
- 7.3 Annual General Meeting**
 - 7.3.1 This Association shall hold an Annual General Meeting (AGM) on or before April 30 of each year.

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- 7.3.2 The Executive Committee shall set the date, place and time of the meeting.
- 7.3.3 The Secretary shall email a notice to each member to their last known address at least 28 days before the Annual General Meeting. The notice will state the place, the date, and the time of the Annual General Meeting and any specific business requiring a special resolution.
- 7.3.4 Nominations for the election of the Executive Committee may be submitted to the Chair of the Nominations Committee at least 15 (fifteen) days prior to the date of the AGM. Nominations may also be accepted from the floor.
- 7.3.5 The purpose of the Annual General Meeting is to keep members of the Association apprised of the activities of the Association, and to seek guidance and direction as to the future activities of the Association.
- 7.3.6 The President shall provide a written report to the membership at the Annual General Meeting summarizing membership numbers and the Association's activities over the past year.
- 7.3.7 The Treasurer shall present the audited financial report and proposed budget for review by the membership at the Annual General Meeting.
- 7.3.8 At this AGM, there shall be elected a President, Vice President, Secretary, Treasurer, (or Secretary/Treasurer), and at least one Director at Large.
- 7.3.9 The Officers and Directors-at-Large so elected shall form a Board, and shall serve until their successors are elected and installed.

7.4 Board of Directors Meeting

- 7.4.1 Meetings of the Board shall be held as often as may be required, but at least once every six months, and shall be called by the President.
- 7.4.2 Meetings of the Board shall be called with 7 days' notice to its members by email or telephone.
- 7.4.3 A majority of the Board members shall constitute a quorum.

8.0 BOARD OF DIRECTORS

- 8.1 The Board of Directors of the Association (also Board of Directors, Board) shall consist of an Executive Committee and Directors-at-Large.
- 8.2 The Executive Committee (also Executive) shall consist of the following Officers:
 - a. President
 - b. Vice President
 - c. Treasurer
 - d. Secretary
 - e. Past President
- 8.3 The Offices of the Secretary and Treasurer may be filled by one person if so decided at the Annual General Meeting for the election of Officers.

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- 8.4 The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association.
- 8.5 Any Director-at-Large or Officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the Association may deem reasonable.
- 8.6 Any vacancy, occurring during the year, may be filled immediately by appointment by the Executive Committee until next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the Association.
- 8.7 Terms for Officers shall be two years, to a maximum of 2 consecutive terms in the same position.
- 8.8 Terms for Directors-at-Large shall be one year and they shall be elected annually.
- 8.9 The maximum number of consecutive years on the Board for any Board member shall be 6.
- 8.10 The election for President, Treasurer shall be on odd-numbered years.
- 8.11 The election for Vice President and Secretary shall be on even-numbered years.
- 8.12 There shall be a maximum of 3 Directors-at-Large.

8.13 **President**

8.13.1 The duties of the President shall be:

- a. to be under the direction of the Board.
- b. when present, to preside at all meetings of the Association, the Board, and the Executive Committee.
 - i. In his/her absence, the Vice President shall preside at any such meetings. In the absence of both, a chair may be elected at the meeting to preside.
- c. as necessary, to request the formation of Committees, and be an ex-officio a member of all Committees.
- d. to receive, upon request, reports from members of the Executive, Board, and Committee Chairs.
- e. as necessary, to apply for fundraising licences and/or grants.
- f. to liaise with the Treasurer to ensure that all annual returns and reports are submitted as required to the various levels of government, and
- g. to be the sole speaker for the Association, unless the President decides to delegate to another member of the Board of Directors.

8.14 **Vice President**

8.14.1 The duties of the Vice President shall be:

- a. to be under the direction of the President and the Board,
- b. to assist the President with his/her duties, and

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- c. to act as the President in his/her absence.

8.15 **Secretary**

8.15.1 The duties of the Secretary shall be:

- a. to be under the direction of the President and the Board.
- b. to attend all meetings of the Association, the Board, and the Executive Committee, and to keep accurate minutes of the same.
- c. to shall have charge of all the correspondence of the Association.
- d. to keep a record of all the members of the Association and their contact information as per The Act, and
- e. to send all notices of the various meetings as required.

8.16 **Treasurer**

8.16.1 The duties of the Treasurer shall be

- a. to be under the direction of the President and the Board,
- b. to receive all monies paid to the Association and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order.
 - i. Monies for the Association not be deposited into a personal bank account; Association monies must be deposited into the Association bank account within a reasonable timeframe.
- c. to properly account for the funds of the Association and keep such books as may be directed.
- d. to reconcile bank statements from all Association accounts monthly.
- e. to present a monthly account of receipts and disbursements to the Board whenever requested.
- f. to provide for submission to the Annual General Meeting a statement, duly audited, of the financial position of the Association, and submit a copy of same to the Secretary for the records of the Association.
- g. to submit the Association's annual return to the Corporate Registries, and
- h. to ensure that monies collected from fundraising activities are spent for the purposes specified in the grants and/or licenses.

8.17 **Past President**

8.17.1 The Past President shall be the most immediate Past President willing to serve.

8.17.2 Duties of the Past President shall be:

- a. to be under the direction of the President and the Board.
- b. to chair the Nominating Committee (i.e., find people willing to serve on the Executive/Board).
- c. to chair the Election Committee (i.e., create ballots, count ballots), and
- d. to act as advisor to the President.

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9.0 AUDITING

- 9.1 The fiscal year end of the Association in each year shall be December 31.
- 9.2 The books and records of the Association may be inspected by any member of the Association at the Annual General Meeting, or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same.
- 9.3 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 Association.
- 9.4 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 Association elected for that purpose at the Annual General Meeting.
- 9.5 Each member of the Board shall at all times have access to such books and records.
- 9.6 When the Treasurer changes, an audit (9.2) is required if one has not been completed in the past 30 days.

10.0 PROTECTION AND INDEMNITY OF DIRECTORS AT LARGE AND OFFICERS

- 10.1 Each Director-at-Large or Officer holds office with protection from the Association. The Association indemnifies each Director-at-Large or Officer against all costs or charges that result from any act done in his role for the Association.
- 10.2 The Association does not protect any Director-at-Large or Officer for acts of fraud, dishonesty, or bad faith.
- 10.3 No Director-at-Large or Officer is liable for the acts of any other Director-at-Large, or Officer. No Director-at-Large or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association.
- 10.4 No Director-at-Large or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraud, dishonest or in bad faith.

11.0 ENDORSEMENTS AND LOGO

- 11.1 The Board shall be responsible for approving and managing the use of the name, logo, and intellectual property of the organization.
- 11.2 Without limiting the foregoing, the Board may approve a logo or other distinguishing mark for the organization, and may approve policies for when and how the logo may be used and displayed by third-parties.
- 11.3 The Board is authorized to provide the endorsement of the organization to any product, item or event, on terms and conditions it deems fit.
- 11.4 The Board is authorized to take necessary steps to enforce the unauthorized use of the organization's name, logo, or intellectual property.

12.0 REMUNERATION

- 12.1 Unless authorized at any meeting, and after notice for same shall have been given, no Officer, Director-at-Large, or member of the Association shall receive any remuneration for his/her services.

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12.2 Members of the Board may be reimbursed for expenses incurred as a member of the Board of Directors for business of the Association.

13.0 BORROWING POWERS

13.1 The Association shall not borrow money.

14.0 BYLAWS

14.1 The Bylaws may be rescinded, altered or added to by a Special Resolution at a Special Meeting, or at an Annual General Meeting of the Association.

15.0 DISSOLUTION

15.1 The Association may be dissolved only by Special Resolution of the Association.

15.2 In the event of dissolution of the Association, all remaining assets, after satisfying all liabilities, shall be disbursed to any Society within Canada (Alberta first) with like purposes.