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Bylaws of the

Red Deer LEADS Executive Association (1991)

Article 1 - Preamble

* 1. The Association
     1. The name of the Association shall be "RED DEER LEADS EXECUTIVE ASSOCIATION (1991)", hereinafter, referred to as 'the Association' or the Red Deer Leads Club.
     2. The office, principal place of business and permanent headquarters of the Association shall be located in the City of Red Deer, Alberta.

* 1. The Bylaws

The following articles set forth the Bylaws of the Red Deer LEADS Executive Association.

Article 2 - Definitions

In these bylaws the following words shall mean:

* 1. Classification - a trade, business, profession or other entity that has been designated by the Board of Directors of the Association to be a classification in the Association.
  2. Holder of Classification - a proprietorship, firm, corporation or other organization admitted into the Association in accordance with these bylaws to exclusively represent a classification.
  3. Member - a proprietorship, firm, corporation or other organization that is admitted as a Member in accordance with these bylaws and which is represented by one of the following and has been approved by the Board of Directors:
     1. an owner, part owner or senior executive of that proprietorship, firm, corporation or other organization; or
     2. a self-employed member of a profession who operates that proprietorship, firm, corporation or other organization as approved by the Board of Directors.
  4. Secondary Representative - a representative who has been approved to attend LEADS meetings in addition to the Primary Representative.
  5. Invite - anyone invited by a current member to a general meeting who has an interest in becoming a member of the Red Deer Leads Executive Association.
  6. Visitor - anyone invited by a current member to a general meeting who has no interest in becoming a member of the Red Deer Leads Executive Association.
  7. Alternate - an individual who attends a general meeting when the member is unable to attend.
  8. President - an administrative person appointed by the Board of Directors in accordance with Article 6.5 herein. In the absence or revocation of such appointment, the Board of Directors shall be responsible for the duties assigned to the President pursuant to these bylaws.

# Article 3 - Membership

* 1. Eligibility for Membership

Any prospective Member who has been conducting business for at least one (1) year and whose main activity or profession is not in competition with the main activity or profession of another Member shall be eligible for membership in the Association. Membership shall not be granted to an applicant if that applicant or any representative of that applicant is affiliated with an organization that has substantially similar Objects to those in Article 2.1 of these bylaws.

* 1. Secondary Membership
     1. A Member can apply for a 50% discount of the current membership fee for a second classification membership with the understanding that the two businesses will be represented by the same representative. Otherwise, the full price applies for both memberships.
     2. Each classification will be treated as a separate entity where other sections of these bylaws apply with the exception that the secondary membership does not count towards quorum and would not hold any voting rights.
  2. Procedure for Application for Membership

An application form for membership must be completed by an applicant wishing to become a Member of the Association. Membership will be granted when all of the following have been fulfilled:

1. The applicant has been properly proposed by a Member to the Director of Membership, who will ascertain that no classification conflict exists.
2. The applicant has received preliminary approval from the Membership Committee.
3. The Board of Directors has been advised of the application and notice of the application has been sent by electronic mail to each Member and read at one meeting, with no dissent received from any Member.
4. The applicant has been informed by the Director of Membership of the benefits and obligations of membership.
5. The applicant has attended one (1) regular meeting of the Association as a guest.
6. The applicant has received final approval from the Board of Directors. Any dissent by a Member to the granting of membership to the applicant shall be in writing and submitted to the Board of Directors. The Board of Directors shall decide upon the validity of the objection and the admission of the application to membership.
   1. Secondary Representatives/ Alternate Reps/ Invitees/ Visitors
      1. A Member may designate one SECONDARY REPRESENTATIVE to represent them in the Association in addition to the Representative described Article 3.3 of these bylaws. The application to designate a Secondary Representative shall be in writing and presented to the Board of Directors for approval and the Member must pay an additional regular annual membership fee for the Secondary Representative. In the absence of the primary representative of the member, both the attendance of the secondary will be applied to the member and the voting rights of the member are held by the secondary representative. When both primary and secondary representatives are in attendance, only one of the representatives may vote. Only one of the representatives may hold office.
      2. An ALTERNATE REP may attend a general meeting instead of, and in the place of a member, function as the member, count as the member in attendance, and has full rights as the member except that they may not participate in voting or act as a board member. However, the member may email or call in their vote by proxy. The replacement may attend one meeting alongside the member for familiarization. They do not pay any additional fees as a replacement.
      3. An INVITEE inspecting our club may attend a maximum of 2 meetings. One meeting at no cost, second meeting the guest shall be required to pay a cash meeting fee before the end of the meeting, at a rate set at least annually by the board of directors. New applicants may continue to attend meetings while their application is pending, however they must pay for each meeting up until their application is approved and member fees have been paid.
      4. A VISITOR shall be required to pay a cash meeting fee before the end of the meeting, at a rate set at least annually by the board of directors. They should be introduced but do not have any other privileges. The president may place limitations on visitors as per his/her discretion.
   2. Rights of Members
      1. No Member shall hold more than one primary and one secondary classification membership.
      2. A Member may change its Classification in the Association, provided the Classification is open and provided that the Member complies with Article 3.3 of these bylaws.
      3. The Representative of any Member that has not withdrawn from membership or has been suspended or expelled as herein provided shall have the right to vote at all meetings of the Association. Such vote must be in person, and in the absence of a Member's Primary Representative, that Member's Secondary Representative shall have the right to vote.
      4. Any Member of the Association shall be entitled to be informed of any action which the Board of Directors may have taken at any regular or special meeting of the Board of Directors. The minutes of such meeting shall be open for inspection by any Member upon application to the President.
   3. Obligations of Members and Holders of a Classification
      1. The acceptance by the Association of a Member shall make it obligatory upon that Member to fulfill and perform all requirements herein, and to conform to all rules and regulations whether expressed in the bylaws or otherwise, which have been, or may be, from time to time adopted by the Association or its Board of Directors.
      2. A member’s Primary Representative and/or Secondary Representative shall attend a minimum of fifty percent (50%) of the Association’s meetings per quarter. If such Representative and/or Secondary Representative is absent from three (3) consecutive meetings or a total of four (4) meetings per quarter without a legitimate excuse or leave of absence approved by the Board of Directors the member may be suspended on notice from the President and will be advised that it has thirty (30) days within which to seek reinstatement by presenting ample and satisfactory justifications for the absence to the Board of Directors, the Chairman of the Membership Committee or the President. advised that it has thirty (30) days within which to seek reinstatement by presenting ample and satisfactory justifications for the absence to the Board of Directors, the Director of Membership or the President.
      3. Members shall maintain a minimum operating efficiency as may be established by the Board of Directors by regulation of the Association from time to time.
      4. Members shall report to other Members without undue delay all business information that may assist them to acquire additional business.
      5. Members at all suitable times shall mention and recommend to others the merits of the various Members of the Association.
      6. Members shall act promptly on all business leads received, pursuing them diligently.
      7. Members shall handle all referred business in such manner as to reflect credit upon the Informant and the Association.
      8. Other things being equal, Members shall be encouraged to give fellow Members the preference in business transactions. The determination as to whether or not other things are equal shall be decided solely by the purchaser.
      9. Members shall familiarize themselves with the various businesses represented by their fellow Members so that they may make as many recommendations of business to their fellow Members, as circumstances permit.
      10. Members shall strive at all times to furnish quality merchandise and service commensurate in value to the purchase price.
   4. Delinquency and Expulsion
      1. The right to hold a Classification shall be forfeited upon the decision of the Board of Directors if:
         1. The Classification ceases to constitute a minimum of seventy-five percent (75%) of the overall business of the Member holding that Classification, or
         2. The management or control of a Member changes, or
         3. A Member does not comply with the obligations set out in Article 3.6 herein and, in the event of suspension, does not obtain reinstatement within the time limits prescribed in the said clause, or
         4. A Member drops beneath an operating efficiency as set out in Article 3.6 herein, or
         5. A Member is in default of the payment of dues or other charges assessed by the Association or its Board of Directors for a period of more than three (3) months, or
         6. A Member becomes a member of any other organization operating in the Red Deer area, that, in the opinion of the Board of Directors, has similar aims and objectives, or
         7. A Member, in the opinion of the Board of Directors, has committed an infraction of any of the obligations as specified in Article 3.6 of these bylaws, or to have acted and/or conducted itself in a manner contrary to the interest or objectives of the Association, or to have acted and/or conducted itself in a manner inconsistent with the principals of trade under which the Member holds the Classification or inconsistent with the code of ethics of the profession under which the Member holds the Classification.
      2. The right to remain a Member shall be forfeited if the Member ceases to come within the definition of a Member.
   5. Leave of Absence

The Board of Directors may grant a leave of absence for a definite period to a Member in the event of absence from the City or illness or, upon written application, for any other reason that the Board of Directors may approve.

* 1. Resignation from Membership

Resignation of a Member from the Association shall be made to the Board of Directors. Such resignation shall not relieve the Member from liability for any unpaid account outstanding at the time such resignation is filed with the Board of Directors. Moreover, in the event of voluntary resignation the Association will not repay any dues paid by the resigning Member, either in whole or in part.

* 1. Rights and Limitations of Secondary Representatives

A Member's Secondary Representative shall have the right to attend all general meetings but will not be permitted to vote except as proxy for the Representative of the Member he/she is association with when such Representative is absent. A Secondary Representative shall not be eligible to be a Director or to hold office. In all other respects, a Secondary Representative shall have the same rights as a Representative and shall comply with and be bound by the rules, regulations and bylaws of the Association.

# Article 4 - Meetings

* 1. General Meetings
     1. All meetings of the Members of the Association shall be general meetings.
     2. General meetings shall be held bi-weekly at a place designated by the Board of Directors unless at a general meeting prior to the designated day it is announced that the next meeting or meetings shall be held at another designated place or eliminated due to holidays or extenuating circumstances.
  2. Annual General Meeting
     1. The Annual General Meeting shall be called by the Board of Directors prior to fiscal year end by giving a minimum 21 days notice to the general membership.
     2. Preliminary year-to-date financials and a draft budget for the next fiscal year will be presented for approval by the membership. The incoming Board of Directors will adopt the final year-end financial statement at their first Board meeting. Elections for the Board of Directors shall take place at the Annual General Meeting.
  3. Special Meetings

Special general meetings may be called by the President, the Vice President in the absence of the President, or the Board of Directors. Members shall be notified at least forty-eight (48) hours prior thereto of the date, time and location of the meeting, and the purpose of such meeting. No business shall be transacted at special general meetings except that which is relevant to the purpose of such meeting as set forth in the notice.

* 1. Quorum

Not less than one third (1/3) of the membership of the Association shall constitute a quorum at any general meeting or special meeting.

Article 5 - Board of Directors

* 1. Management of the Association

The management of the Association shall be vested in the Board of Directors, subject, however, to the mandate of the membership as expressed by resolution. The Board of Directors shall be composed of the President, the Vice-President, the Immediate Past President, the Treasurer, and up to four (4) additional Directors, with the President a non-voting member of the Board of Directors.

* 1. Directors
     1. The Directors shall be elected from the Representatives of the Members of the Association for a term of office of one (1) year commencing immediately after the Annual General Meeting at which they were elected.
     2. The Vice-President in office for the preceding term shall automatically become the President of the Association for the following one (1) year term of office. In the event that the Vice-President is unable to serve as the President, the President shall be elected by the Representatives of the Members at the Annual General Meeting.
  2. Election of Directors
     1. At the Annual General Meeting, the Representatives of the Members shall elect Directors whose term shall commence immediately after such Annual General Meeting.
     2. In the event a Director is unable to complete his/her term of office for any reason, the vacancy thus arising shall be filled by the election of a new Director at a general meeting. Notice of proposed election to fill such a vacancy shall be given to all Members at least forty-eight (48) hours prior to the general meeting at which such election is to take place.
  3. Nominating Committee
     1. There shall be a Nominating Committee for the election of Directors, with such Nominating Committee consisting of the President, the Immediate Past President and one other recent Past President. The Nominating Committee shall nominate willing candidates from the Representatives of Members for election as Directors.
     2. Nominations for vacancies on the Board of Directors shall be accepted from the floor on the date of the elections.
  4. Meetings of the Directors

The Board of Directors shall hold at least five (5) meetings in each year, at dates and times designated by the President.

* 1. Special Meetings of Directors
     1. The President or the President shall call a special meeting of the Board of Directors upon the request of any four (4) members of the Board of Directors.
     2. Subject to a waiver of notice by all members of the Board of Directors, a special meeting shall be called upon with at least forty-eight (48) hours notice given to all members of the Board of Directors, with such notice to be provided in writing by e-mail or regular mail, or verbally by phone or personal contact.
  2. Quorum

Four members of the Board of Directors shall constitute a quorum at any of its meetings.

* 1. Matters Requiring Attention of Directors in the Intervals Between Meetings
     1. In the intervals between meetings of the Board of Directors, the President shall submit in writing to each of the Directors any matter which may require the attention of the Board of Directors prior to its next meeting. It shall be the duty of each of the Directors to thereupon signify to the President his/her approval or disapproval of the matter so submitted within forty-eight (48) hours or receipt of the notice.
     2. If the President shall receive notice of disapproval from any two (2) members of the Board of Directors, he/she shall call a special meeting of the Board of Directors before taking any action on the matter.
     3. At each regular meeting of the Board of Directors, the President shall render a full report of all action, including a detailed report of all matters submitted to the Directors, as provided above, and the action thereon taken.
  2. Duties and Powers of the Board

The Board of Directors shall have a general charge of the affairs, funds and property of the Association. They shall have full power to carry out the purposes of the Association according to its bylaws, except where such powers are by these bylaws required to be exercised by the Members' Representatives at general meetings or otherwise.

Article 6 - Officers of the Association

* 1. Officers

The officers of the Association shall be the President, Vice-President, Immediate Past President, Treasurer and President.

Candidates must be a member of the Leads Association for a minimum of one full year in order to hold an officer position.

* 1. The President
     1. The President shall preside at all meetings of the Members' Representatives and the Board of Directors and shall have a vote.
     2. The President shall appoint and may remove all committees unless herein set forth to the contrary.
     3. The President shall be an ex officio member of all committees.
     4. The President shall have the power to change the date of any regular meeting and he/she may call special meetings.
     5. The President shall make an annual report at the Annual General Meeting showing the condition of the affairs of the Association.
  2. The Vice-President
     1. The Vice-President shall have such powers and duties as may be assigned to him/her by resolution of the Board of Directors. In the case of absence or disability of the President or vacancy in the office of President, the Vice-President shall exercise and perform the duties of the President.
  3. The Treasurer
     1. The Treasurer shall oversee the keeping of full and accurate books of accounts in compliance with standard accounting procedures in which shall be recorded all receipts and disbursements of the Association.
     2. The Treasurer shall control the deposit of money, ensure the safe -keeping of securities and oversee the disbursement of funds of the Association.
     3. The Treasurer shall render to the Board of Directors as and when required of him/her an account of all of the transactions and the financial position of the Association.
  4. The Treasurer shall perform such other duties as the Board of Directors or the President may from time to time prescribe.
  5. The President
     1. An President may be appointed by the Board of Directors and shall hold office at the pleasure of the Board and shall be directly responsible to the President.
     2. The President shall receive such compensation as the Board of Directors determines, and yearly salary reviews shall be made by the Board of Directors. An evaluation of the President's performance shall be conducted by the Board or a Committee thereof at least once a year. A summary of these evaluations shall be entered in the Association records.
     3. Under the general direction of the President, the President of the Association shall generally co-ordinate and support the activities of the various Standing Committees and shall ensure that all routine administrative, bookkeeping and record -keeping matters are adequately attended to.
     4. Specifically, the President’s functions are:
        1. To assist the President, as required and requested, in man aging the affairs of the Association.
        2. To actively promote the Association to potential new Members as directed by the Membership Committee.
        3. To assist the chairs of the Standing Committees in furthering their plans and projects, and to ensure that their activities are effectively coordinated.
        4. To provide historical data to the Board and its committees in order that necessary continuity of the Association's direction and operation is maintained.
        5. To assist in orienting new Members to the major purposes, principles and procedures of the Association.
        6. To ensure that adequate arrangements are made for the bi -weekly meetings and their programs.
        7. To ensure the President and/or the appropriate Standing Committee chair is kept regularly informed about matters or conditions which the Association's cumulative records indicate required attention (e.g. Members' Representatives' attendance and membership levels, lead volumes and caliber, annual social/recreational events, etc.).
        8. To act as Secretary of the Association and ensure that accurate accounts are kept in the Association's financial affairs, accurate minutes and other records are kept of the meetings and activities of the Association and the Board of Directors.
        9. To ensure that there is a supply of bi -weekly meeting leads sheets and they are distributed to Members.
        10. To attend to routine Association correspondence and such other administrative matters as may be requested of him/her by the Board.
        11. To perform such other duties as these bylaws direct or the Board of Directors may from time to time assign.
  6. Remuneration of Officers and Directors
     1. Except as herein provided, no remuneration shall be received by any Officer or Director for their services.
     2. Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon approval by the Treasurer. Board approval may be sought in some circumstances.
  7. Continuing Tenure of Office

Notwithstanding anything to the contrary herein set forth, the tenure of office for all Officers, Directors and committees (unless they have resigned or have been removed or disqualified) shall continue until the end of their term of office and then until the successor of such office, directorship or committee has qualified.

* 1. Absent Officer

In the absence of any Officer, all duties and powers herein specified as belonging to such absent Officer shall be performed by the officer or director designated by the President.

Article 7 - Removal of Director or Officer

* 1. The office of a Director or other Officer of the Association shall be automatically vacated:
     1. if the Director or Officer resigns his/her office by delivering a written resignation to the Board of Directors;
     2. if the Director or Officer is found to be of unsound mind;
     3. If the Director or Officer becomes bankrupt or suspends payment of obligations to his/her creditors;
     4. if, at a special meeting, a resolution is passed by three quarters (3/4) of the Members' Representatives present that the Director or Officer be removed fr om office;
     5. upon the death of the Director or Officer;
     6. if the Director or Officer ceases to be a Representative of a Member of the Association.
  2. If any vacancy shall occur for any reason in this Article, the vacancy shall be filled in the prescribed manner in these bylaws. The person filling such vacancy shall hold office for the duration of his/her predecessor's term subject to the same conditions of holding office.

Article 8 - Standing Committees

* 1. Appointment by President

At the Annual General Meeting of the Association the Board elect shall appoint the following Standing Committees to serve until the next Annual General Meeting or until their successors are appointed. Each Director and/or officer may appoint a committee as needed.

Article 9 - Finance

* 1. Membership Dues

Members shall pay annual dues, with the amount of dues to be fixed by the Board of Directors. Dues are charged per seat/category held within the Association.

* 1. Audit of Accounts

Each year the Board of Directors shall appoint two people with financial experience to audit the books and accounts of the Association.

* 1. Borrowing Powers

The Board of Directors shall have no borrowing powers.

* 1. Banking
     1. The Board of Directors shall designate the bank or banks of the Association and shall maintain such bank accounts as may be necessary for the purposes of the Association.
     2. All cheques drawn by the Association shall bear the signature of at least two (2) Officers of the Association.
     3. All cheques to be deposited in the Association's bank accounts shall be endorsed on behalf of the Association by at least one (1) Officer of the Association, or by such other person or persons as the President may designate.
  2. Financial Records and Books
     1. The financial records and books shall be kept by the Treasurer or a bookkeeper that has been designated at the Annual General Meeting.
     2. All financial records of the Association are open for inspection by the Members with reasonable notice to the Treasurer or President.
  3. Minute Books and Other Records
     1. The President or other appointed director keeps a copy of the Minute Book and records minutes of all meetings of the Members and of the Board.
     2. All minutes, records, books of the Association shall be available for inspection at any time by a Member by giving reasonable notice to the President or President.

9.7.3 The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the Societies Act, or any other statute or laws.

9.9 Fiscal Year

The fiscal year of the Association shall be July 1 to June 30.

Article 10 - Amendment and Suspension of Bylaws

* 1. Amendment to Bylaws

These bylaws may be amended at any general meeting of the Association by resolution passed by a majority of at least three quarters (3/4) of the Members present thereat, provided that notice of intention to amend is given to all the Members and a copy of the proposed amendment is filed with the President and membership at least twenty-one (21) days prior to the meeting. In lieu of a vote at a general meeting, the Board may exercise the option of an email vote with the passing of such resolution to be made where at least three quarters (3/4) of the Members who vote are in favor by the pre-determined deadline date. Notice of intention to amend will be the same as if being brought forward at a general meeting.

Article 11 - Miscellaneous

* 1. Regulations
     1. The Board of Directors may pass such regulations as may be required, from time to time, for the management of the Association, including regulations for the operating efficiency of Members and the Holders of Classifications.
     2. Any regulations or amendments thereto proposed by the Board of Directors shall only come into force and effect upon the adoption and approval of same by a two-thirds (2/3) majority vote of members at any regular general meeting.
     3. Notice of amendments and regulations shall require publication and distribution at no less than two (2) consecutive general meetings of the Membership.
  2. Notice to Members

Whenever notice is required by these bylaws to be given to a Member, a Member's Representative or Secondary Representative, an Officer or a Director such notice shall be deemed to have been given if sent by regular mail and addressed to the last known place of residence or business or such Member, Member's Representative or Secondary Representative, Officer or Director. In the alternative, notice shall be deemed to have been given if sent by facsimile or email to the fax number or email address provided by the Member, Member's Representative or Secondary Representative, Officer or Director and recorded on the Association's directory.

* 1. Seal of the Association

An officer of the board shall have custody of the seal of the Association and shall be responsible for its proper use for Association purposes. Whenever used, such seal shall be authenticated by the signature of at least two (2) Officers of the Association.

* 1. Return of LEADS Property

Upon the expiration of his/her term, any member of the Board of Directors shall turn over to his/her successor in the office all of the books, records and equipment belonging to the Association.

Approved June 13, 2024