

THE SOCIETIES ACT, Chapter S-14

BY-LAWS

March 1962 as shown with amendments September 1979, January 1987, January 1988, January 1995, August 2000, January 2002, March 2012, and November 2021.

The name of the Society is: EDMONTON ANTIQUE CAR CLUB.

OBJECTIVES

1. The objectives of the Society are:

a. To assist in the acquisition, restoration, preservation, salvage, maintenance of, and to promote interest in the care of automobiles in the following categories:

(i) The Horseless Carriage Era, 1892 – 1905

(ii) The Brass Era, 1906 – 1915

(iii) The Vintage Era, 1916 – 1927

(iv) Early Production, 1928 – 1935

(v) Late Production, 1936 – 1948

(vi) Classic (as defined by the Classic Car Club of America), 1925 – 1948

(vii) and historic automotive lore, accessories and related items.

b. To encourage by all proper means the retention of such vehicles within Alberta.

c. These categories are intended as a focus of interest and are in no way intended to be exclusionary. Members shall be encouraged to participate in activities with whatever vehicle they have available, but are urged to bring out these older vehicles whenever possible as a means of keeping them drivable and on the road. The Society will strive to make activities old car friendly.

d. To promote and assist in the promotion of driving tours, displays, and other activities in which such vehicles in any of the respective categories may participate, and for the general enjoyment and fellowship of the members.

- e. The club shall further strive to better educate and facilitate awareness in the general public of the historical contribution and function of the automobile in the development of our Canadian heritage. These aims and goals are to be achieved and promoted through Society sponsored displays, seminars, publications, and other automotive related projects considered to be worthy of sharing with the general public.
- f. The operations for the Society will be chiefly carried on in the City of Edmonton in the Province of Alberta.

MEMBERSHIP

- 2. Any person who is at least fourteen years of age may become a member of the Society.
 - a. Members in good standing shall be entitled to one vote per member in respect to every motion at all meetings of the Society. They shall be entitled to become Directors of the Society and they shall pay annual membership fees in accordance with the By-Laws of the Society.
 - b. A member shall be deemed to be a member in good standing when he or she has paid his or her current annual membership fee.
 - c. All applications for membership shall be made to the Membership Director on the form provided and may be submitted on line thru the Society's website or mailed to the Society. Upon being approved for membership by a majority vote of the Board of Directors of the Society and upon paying the required membership fees, the candidate shall become a member. Personal information pertaining to members will be shared only with other members in good standing.
 - d. Any member wishing to withdraw from membership of the Society may do so by giving a notice in writing to the Board of Directors through the Membership Director.
 - e. Any member may be expelled from membership in the Society for any cause upon a two-thirds vote of the members in good standing present at a General Meeting. Any member who has been expelled may be reinstated at a General Meeting of the Society upon a two-thirds vote of members in good standing present at the meeting and upon paying the current year's membership fee.

MEMBERSHIP FEES

3. Membership fees shall be determined from time to time as necessary and shall be approved by a majority vote of the members in good standing present at a General Meeting.
 - a. The membership year shall be the same as the fiscal year. All memberships shall expire on December 31 and thereafter such members shall not be entitled to membership privileges or powers in the Society until reinstated. Such memberships may be reinstated upon paying the current year's membership fee.
 - b. Memberships received on or after October 1st shall include the following fiscal year.
 - c. If any member is in arrears for membership fees for any year, such member shall continue to receive Society newsletters through April 30.

MEETINGS AND VOTING

4. *Time and Place*

- a. *Annual General Meeting* – The Annual General Meeting of the Society shall be held in the month of January at a place within the Province of Alberta and on a date to be fixed by the Board of Directors, provided that at least fourteen days notice of the time and place is given in the manner provided by these By-Laws.
- b. *General Meeting* – The General Meetings of the Society shall be held at a place within the Province of Alberta and on a date to be fixed by the Board of Directors, provided that at least seven day's notice of the time and place is given in the manner provided by these By-Laws.
- c. *Special Meeting* – Occasionally the Society may find it necessary to hold a Special Meeting at a place within the Province of Alberta and on a date to be fixed by the Board of Directors, provided that at least three days notice of the time and place is given in the manner provided by these By-Laws.

5. *Notice and Quorum*

- a. *Annual General Meeting* – Notice of an Annual General Meeting is required to be published in the Society's newsletter or otherwise provided and shall be distributed to all members in person, by email, or by way of Canada Post addressed to the member at their address, the same as appears in the records of the Society.
- b. *General Meeting* – The Board of Directors may appoint a day or days in any month or months for regular meetings at any hour to be named and of such meeting no notice need be sent.
- c. *Special Meeting* – Notice of a Special Meeting may be given to all members by phone or other means as appropriate.

- d. *Quorum* – a quorum for the transaction of business at any Annual, General or Special Meetings of the members of the Society shall consist of twenty percent of the members in good standing provided that no meeting shall be held unless there are at least five members present.

6. *Voting*

- a. Excepting Special Resolutions, when a motion is tabled that requires a vote at an Annual, General or Special Meeting, a simple majority vote is required to enact the motion. A quorum must be in attendance at these meetings before any vote may take place.
- b. The President or Acting Chairman of an Annual, General or Special Meeting may cast a deciding vote where there are an equal number of votes for and against any motion.
- c. Only members deemed to be in good standing shall be entitled to vote at any meeting.
- d. *Special Resolution* – A Special Resolution means a resolution passed at a General Meeting, of which not less than twenty-one days notice specifying the intention to propose the resolution has been given, and by the vote of not less than three-quarters majority of members who, if entitled to do so, vote in person.

7. *Order* – the order of business at all Annual, General and Special Meetings of the members of the Society shall be:

- a. Reading and passing of minutes of previous meeting;
- b. Business arising from the minutes;
- c. Reading of the Treasurer's report in the case of an Annual General Meeting;
- d. Directors' reports;
- e. Other reports;
- f. New business;
- g. Next meetings.

BOARD OF DIRECTORS

- 8. The affairs of the Society shall be conducted by a Board of twelve Directors, each of whom at the time of their election and throughout their term of office shall be a member in good standing of the Society. Each Director shall be elected to hold office until the first Annual General Meeting after they have been elected or until their successor has been elected.

- a. The election may be conducted by a show of hands except when there is more than one candidate for the same position the election shall be by secret ballot.
 - b. The entire Board of Directors shall be elected at each Annual General Meeting. No member of the Board of Directors shall be entitled to be elected to the Board for more than two successive years.
 - c. The Board of Directors shall be comprised of a President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Membership Director, Presentations and Publicity Director, Tours and Events Director, Digital Director, Historian, Editor of the Club Newsletter, and Director at Large. In addition, the immediate Past-President may attend all Board meetings in an advisory capacity.
9. *Powers* – the Board of Directors shall have and exercise all the powers of the Society as fully and completely as the Society could in General Meetings, subject always, however, to the provisions of the Societies Act of Alberta and these By-Laws.
10. *Vacancies* – If the membership is unable to fill any position on the Board of Directors during the election at the Annual General Meeting, the Board of Directors may recommend a member to hold office until the next Annual General Meeting subject to an affirming vote by the general membership.
- a. If any member of the Board of Directors resigns his or her position, or is absent from three or more meetings without reasonable excuse, or conducts himself or herself in a fashion deserving of sanction, the Board shall, at its discretion, vote to determine whether to declare the position vacant. Upon majority agreement, the Board of Directors may declare the position vacant. The Board may then recommend an interim successor to hold office until the next Annual General Meeting subject to an affirming vote by the general membership.
 - b. In the event any member of the Board of Directors is expelled or suspended, the President or his or her designate shall provide the member with written notification of this action.
11. *Meetings of Directors* – A majority of the Directors shall form a quorum for the transaction of business.
- a. The Board of Directors may hold its meetings at such place or places within the Province of Alberta as it may from time determine. No formal notice of such meeting shall be necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence.
 - b. A meeting of the Board of Directors may be formally called by the President or by the Vice-President or by the Recording Secretary on the direction of the President or the Vice-President. Notice of such meeting shall be delivered or communicated to each Director not less than three days before the meeting is to take place or shall be mailed to each Director not less than five clear days before the meeting is to take place. The statement of the Recording Secretary or the President that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.

- c. The Board of Directors may appoint a day or days in any month or months for regular meetings at any hour to be named and of such meeting no notice need be sent. A Director's meeting may also be held, without notice, immediately following the Annual General Meeting.
 - d. The Directors may consider or transact any business either special or general at any meeting of the Board. Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of any equality of votes, the Chairman shall have a deciding vote.
12. *Resolutions in Writing* – A resolution in writing signed by all the Directors personally shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.
13. *Remuneration and Compensation* – No member of the Board of Directors shall receive remuneration from the Society for services rendered as a member of the Board of Directors of the Society but, by resolution of the Board, compensation may be allowed for money expended or expenses actually incurred by any Director, or member of the Society, for the benefit of the Society.
14. *Duties of the Directors*
- a. It shall be the collective role of the members of the Board of Directors to provide leadership to the Society.
 - b. *President* – The President shall serve as Chairman of all meetings of the Board of Directors and of the members of the Society.
 - c. *Vice-President* – the Vice-President shall exercise the powers and perform the duties of the President in the event of the absence, disability, resignation or death of the President and perform such other duties necessary to assist the President.
 - d. *Recording Secretary* – The Recording Secretary shall attend all meetings of the Board of Directors and members of the Society and shall record all facts and minutes of all procedures in books kept for that purpose, and shall give all notices required to be given to members and Directors. The Recording Secretary shall be the custodian of the Seal of the Society and of all books, papers, records and other documents belonging to the Society that are not in the custody and control of the Corresponding Secretary or the Historian and shall perform such other duties as may from time to time be determined by the Board. In the event of the absence of the Recording Secretary, the duties may be performed by such member or members of the Society as the President may designate.
 - e. *Corresponding Secretary* – The Corresponding Secretary shall correspond on behalf of the Society with clubs and associations having similar purposes as the Society throughout Canada and foreign countries, and such dealers, publishers and other persons as may from time to time be determined by the Board of Directors. The Corresponding Secretary shall keep and maintain a Society library if required to do so by the Board. The Corresponding Secretary

shall assist the Editor in any and all ways to produce the Society newsletter and to act on behalf of the Editor in the absence of the Editor. The Corresponding Secretary shall correspond with Society members on appropriate occasions of celebration, illness, or bereavement.

- f. *Treasurer* – The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of accounts and shall deposit all monies or other valuable effects in the name of and to the credit of the Society in such Bank or Banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Society under the direction of the Board of Directors both at the regular meetings thereof and whenever required, and shall account for all transactions as Treasurer and the financial position of the Society. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors. In the event of the absence of the Treasurer, the duties may be performed by such member as the President may designate
- g. *Membership* – The Membership Director shall keep and maintain the roll of the Society and shall be responsible for obtaining new members and for collecting membership fees and accounting to the Treasurer for the same. The Membership Director shall be responsible for obtaining all membership cards and club insignia of every kind required by the Board of Directors and shall advise the Board of Directors of any members who have tendered their resignation or who are in arrears of membership fees or other levies.
- h. *Presentations and Publicity* – The Presentations and Publicity Director shall be responsible, when appropriate, for the advertising of the Society's events and obtaining newspaper, radio and television coverage. The Presentations and Publicity Director shall also arrange, when appropriate, activities for General Meetings of the Society.
- i. *Tours and Events* – The Tours and Events Director shall be responsible for arranging all the Society's events unless another member or committee of members has accepted responsibility for a specific event.
- j. *Digital Director* – The Digital Director will assist the team of members who manage components of the Society's digital communications including website, Facebook, email distributions, meeting day emails (MDE), mid-month emails (MME), and newsletters, as needed, to provide consistent messaging, forward inquiries to the appropriate member(s), and identify ways to effectively combine promotion and reporting across available platforms.
- k. *Historian* – The Historian shall be responsible for obtaining photographs and news clippings and keeping and maintaining a record of the Society's history.
- l. *Editor* – The Editor of the Club Newsletter shall be responsible for editing, publishing and distributing the Society's newsletter to all members and for collecting information of value and interest to all members.
- m. *Director at Large* – The Director at Large shall perform duties as may be assigned by the Board of Directors.

FINANCIAL MANAGEMENT

15. *Signing Authority* – The signing authorities for the Society shall be the President, Vice-President, and Treasurer (any two of the three).
16. *Borrowing Power* – For the purpose of carrying out the objectives of the Society, the Board of Directors may borrow monies in the name of the Society supported by a resolution of the general membership. Mortgages or the issue of debentures shall not be undertaken without the sanction of a Special Resolution of the Society.
17. *Financial Purposes* – The Society shall attempt to maintain a reasonable working fund that will give it financial stability. Funds deemed surplus to the stable operation of the Society are to be used to promote public awareness and enjoyment of historical automobiles, be it through subsidized publications, public displays or events, restoration projects or other such items or projects that would give benefit to the community, province, or Canada as a whole.
18. *Winding Up* – Should the Society dissolve at any time in the future, the entire assets and monies of the Society shall be disposed of to similar benefit and financial purpose in the Province of Alberta. No individual member or members shall derive any direct or personal benefit from such dissolution.
19. *Audit of Accounts* – The accounts and books of the Society shall be audited at least once each year and their correctness ascertained by two reviewers appointed by the Board of Directors of the Society. The reviewers so appointed shall submit to the Annual General Meeting a financial statement of the Society for the fiscal year just concluded.
20. *Fiscal Year* – Unless otherwise ordered by the Board of Directors, the fiscal year of the Society shall terminate on the 31st day of December in each year and the annual financial statement of the Society's affairs shall be presented as of that date.
21. *Seal of the Society* – The Seal of the Society shall not be affixed to any instrument or documents except by the resolution of the Board of Directors and in the presence of such person or persons as are prescribed by the Board of Directors.
22. *Records of the Society* – The Board of Directors shall see that all necessary books and records of the Society required by the By-Laws of the Society or an applicable statute or law are properly kept. The books and records of the Society may be inspected by any members upon giving application in writing to the Recording Secretary who shall fix the time and place of the inspection within three days of the application.

ALTERATION OF BY-LAWS

23. The By-Laws of the Society may be rescinded, altered or added to by a Special Resolution passed at a General Meeting of the Society.