

CALGARY AND DISTRICT TARGET SHOOTERS ASSOCIATION

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CALGARY AND DISTRICT TARGET SHOOTERS ASSOCIATION

Bylaws

Interpretation

1.1 Interpretation and Definitions

In these Bylaws:

- (a) “**Association**” means the Calgary and District Target Shooters Association an association with the purpose of encouraging safe, inclusive and responsible firearms competition, sport shooting, education, general recreation and training;
- (b) “**Executive Committee**” means collectively the President, Vice President, Secretary, Treasurer, Sporting Directors, Chief Safety Director, Members at Large, if any,;
- (c) “**Executive Officers**” means collectively the members of the Executive Committee;
- (d) “**good standing**” as applied to a member of the Association means a member who is a fully paid up member of the Association, who is not in breach of any of the Bylaws or Rules of the Association, and who does not stand expelled from the Association;
- (e) “**expulsion**” of a member shall include “suspension” of a member and will entail a suspension, whether permanent or otherwise, of that person’s status as a member of the Association and all of his or her rights associated with that membership, subject always to the general provisions in these Bylaws and the specific appeal provisions contained therein;
- (f) “**proxy**” means the ability of a member to have the power to cast a vote on behalf of another member in such members absence;
- (g) “**special resolution**” means a resolution passed by seventy-five (75) percent of those members present and entitled to vote at a meeting of which twenty-one (21) days’ notice has been given and has the same meaning as defined in the Societies Act;
- (h) “**Sporting Director**” means the sporting director elected in accordance with Bylaw 7.9;
- (i) “**Societies Act**” means the *Societies Act*, R.S.A 2000, c.S-14, as from time to time amended, or any statute that may be substituted therefor; and
- (j) References to the masculine include the feminine, and references to the singular include the plural, and vice versa.

Membership

2.1 Qualifications for General Membership

Any person who:

- (a) agrees to pay membership fees as fixed from time to time by the Executive Committee of the Association; and
- (b) agrees to abide by the Bylaws of the Association,

may apply to become a member of the Association, such application to be made in writing to the Executive Committee along with the appropriate fee set by the Executive Committee from time to time.

2.2 Acceptance of Application of Membership

Membership:

- (a) A person becomes a member upon acceptance of his or her application under Bylaw 2.1 by the Executive Committee and payment of the membership fee, the applicant may become a member of the Association. Membership shall run from the date of payment until December 31 of that year or such other date or dates as may be determined by the Executive Committee.
- (b) All memberships expire on December 31 of each year or such other date as may be determined by the Executive Committee. A member may resign membership at any time, however, no part of the membership fee is refundable.

3.1 Classes of Membership

In addition to a class of general active membership as set forth in Bylaw 2.1 above, the Executive Committee may establish further classes of membership, from time to time, including the following classes of membership:

- (a) a class of honorary membership;
- (b) a class of associate membership;
- (c) a class of junior membership; and
- (d) a class of family membership.

3.2 Terms and Conditions of Membership

For memberships established under Bylaw 3.1:

- (a) the Executive Committee may set the terms and conditions under which a member may be admitted or expelled;
- (b) the Executive Committee may set the privileges and duties attached to such membership;
- (c) family memberships may include non-voting junior memberships which will apply to applicants under the age of 18 and who are related to an adult member in good standing;
- (d) all new members accepted into the membership shall be on a six (6) month probationary period, and are required to attend a Range orientation course before using the Range which may be in person or by electronic means at the election of the Executive Committee;
- (e) honorary members may be voted on at the Annual General Meeting on a proposal by the Executive Committee. Honorary members may be persons who have merited this honour through their efforts for the Association or for the shooting sports in general. Honorary members pay no dues;
- (f) memberships are not transferable and are non-refundable;

- (g) the Executive Committee may restrict the number of new memberships which may be accepted in any given year;
- (h) All members are entitled to:
 - a. compete in any competition sponsored by the Association;
 - b. shoot as a team member in any league sponsored by Association;
 - c. vote at the Annual General Meeting or any Special Meeting of the Association (except junior members who are not entitled to vote and only one member is permitted to vote under a family or associate membership);
 - d. hold office or position of responsibility (except junior members);
 - e. inspect the books and records of the Association at any time upon giving reasonable notice in writing to the President, Secretary or Treasurer and arranging a mutually agreeable time for such inspection;
 - f. pursue enjoyment of the shooting sports at Association facilities in accordance with these By-Laws, the Association's Range Rules and any applicable laws; and
 - g. bring guests to the Range under the regulations of the Association;
- (i) All members are responsible for the safe use of the Association facilities and to abide by all rules and regulations as set forth by the Executive Committee and the members of the Association.

3.3 Membership Fees

Annual or other general membership fees may be established by the Executive Committee from time to time and shall be established for a term of one year (or pro rated portion thereof) and may be payable at such times and upon such terms as determined by the Executive Committee. As circumstances require, the Executive Committee may, in their discretion, set fees for all of the other classes of membership but there shall be no fee for honorary membership and provided that any increase in membership fees of twenty-five percent (25%) or greater over the prior year's membership fees shall be put to the members of the Association for a vote.

3.4 Termination of Membership Privileges

A person ceases to be entitled to membership privileges upon:

- (a) his or her resignation from the Association: any member may resign by giving written notice to that effect to the Executive Committee of the Association;
- (b) his or her expulsion from the Association upon a three-quarters ($\frac{3}{4}$) vote of the Executive Committee for any cause which the Executive Committee may deem reasonable, subject always to the member's right to appeal as set forth in Bylaw 3.6 herein; or
- (c) his or her failure to pay membership fees of the Association by the due date for such membership fees as set by the Executive Committee.

3.5 Expulsion Grounds

The Executive Committee may, by resolution, expel any member:

- (a) whose conduct as a member is determined by the Executive Committee in their discretion to be detrimental to the best interests of the Association, its officers or other members of the Association; or
- (b) who commits a breach of the Bylaws or the rules of the Association.

3.6 Expulsion Proceedings

- (a) The Executive Committee, in their deliberations relating to the expulsion of a member of the Association shall be governed by principles of natural justice and shall conduct such proceedings in an open and fair manner. No resolution of the Executive Committee pertaining to the expulsion of a member may be voted upon by the Executive Committee until:
 - i) a written summary of the relevant facts and reasons pertinent to the member's proposed expulsion has been filed with the Executive Committee;
 - ii) a review meeting is held in confidence, and the attendance at such meeting being restricted to the Executive Committee;
 - iii) a copy of the written summary of the facts and reasons for expulsion has been given to the member whose expulsion is under consideration by the Executive Committee;
 - iv) the member subject to possible expulsion is, upon written request of such member to the Executive Committee within seven (7) days of receipt of the summary of facts outlined in Bylaw 3.6 (a)(ii), given an opportunity to be heard by, and make representations to, a properly constituted panel of a minimum (5) members in good standing chosen at random from the membership at large at the earliest reasonable opportunity; and
 - v) any cancellation of membership will be confirmed in writing to the former member and, if required by applicable law, with a copy sent to the Chief Firearms Officer.
- (b) The rights and procedures set forth in subparagraph 3.6 (a) of this section shall not take precedence over any safety concerns or other serious concerns affecting the Association requiring immediate action. A member may be immediately suspended pending the holding of expulsion hearings as set forth in subparagraph (a) of this section where the Executive Committee deems the best interests of the Association to be at risk.
- (c) Notwithstanding the specific provisions of Bylaw 3.6 herein, provided the Executive Committee of the Association have in good faith attempted to comply with the letter and spirit of this Bylaw, nothing contained in this Bylaw shall be construed so as to prohibit the expulsion of a member by the Executive Committee without strict compliance with Bylaw 3.6, provided always that the member's right of appeal, as set forth above, is preserved and honoured.

4.0 General Notice and Related Procedures

- (a) When notice is to be given under these Bylaws, “notice” shall be deemed to be written notice (by mail or electronic means) except where the giving of written notice is impracticable or impossible in which case alternate forms of giving notice, such as posting of such notice in a conspicuous place at the Association facilities, may be adopted as the circumstances of the situation dictate. The fact that notice has not been given in writing shall not invalidate the proceedings of the Executive Committee nor invalidate the proceedings of the voting membership at an Annual General Meeting or a Special Meeting under circumstances where written notice in a particular case is impractical and where notice can be established to have been given satisfactorily in person, by telephone, telegraph, fax, courier, electronic means or by some other effective means.
- (b) Written notice is effective when delivered in person to a member or directed by ordinary mail or electronic mail to the last known address of the member of the Association to whom notice is being given. Except in the case of postal interruptions, any notice sent out by mail to a member under these Bylaws shall be deemed to have been received by the member ten (10) days after it was mailed if it was addressed to the last known address of the member in the records of the Association.
- (c) Failure to give notice of a meeting through inadvertence or the lack of receipt of notice by any member entitled to receive notice, will not invalidate proceedings at that meeting.
- (d) When giving notice under these Bylaws, the Executive Committee shall take such steps as may be reasonably taken under the circumstances to ensure that notice is received, including attempts at the different forms of notice-giving, as set forth in subparagraph (a) above where the circumstances warrant such attempts, as where a member is to receive notice of his or her imminent expulsion. Such attempts may be delegated to a responsible member or agent of the Association who shall report to the Executive Committee, as the case may be, in this regard.

5.0 Annual General Meetings

- (a) The Association shall hold an Annual General Meeting on the last Sunday in January of each year or on such other date as may be determined by the Executive Committee but in any event within three months following the end of the fiscal year of the Association. Due notice shall be given to all members in good standing entitled to vote by these Bylaws;
- (b) The Annual General Meeting shall be for the election of the Executive Committee and for the purpose tabling the annual budget of the Association and of adopting financial statements setting out income, disbursements, assets and liabilities, audited and signed by the Association’s auditor and other reports and the transaction of such other business as may be properly brought before such meeting; and
- (c) Any Annual General Meeting may, at the discretion of the Executive Committee, be held by entirely electronic means.

5.1 Special Meetings

A Special Meeting is any meeting of members other than an Annual General Meeting.

5.2 Convening of Special Meetings

A Special Meeting:

- (a) may be convened by the Executive Committee whenever the Executive Committee deems such a convening to be appropriate;
- (b) shall be convened when required by the Bylaws of the Association or applicable law;
- (c) shall be convened by the Executive Committee within thirty (30) business days of receipt by the Executive Committee of a written request for a Special Meeting signed by a minimum of 10% of the members of the Association who are members in good standing of the Association and thereby entitled to vote. The said request shall state the purpose for which the meeting is to be called and set forth any proposed special resolutions; and
- (d) Any Special Meeting may, at the discretion of the Executive Committee, be held by entirely electronic means.

5.31 Meeting Quorum

At any Annual General Meeting or Special Meeting of the members of the Association, seventy-five (75) members who are in good standing and entitled to vote shall constitute a quorum.

5.32 Lack of Quorum

If within 30 minutes following the start of any Annual General Meeting or Special Meeting a quorum is not present, the Chair may adjourn the meeting for one hour or less and not more than twice in order to allow quorum to form. If quorum does not form, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other time and place as the members present by vote deem appropriate, provided that in the latter case the requirements for notice set forth in these Bylaws are met.

5.33 Loss of Quorum

If at any time during an Annual General Meeting or Special Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is terminated. Notwithstanding the foregoing, if within 30 minutes of a quorum ceasing to be present a quorum is not again present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other time and place as the members present by vote deem appropriate, provided that in the latter case the requirements for notice set forth in these Bylaws are met.

5.4 Adjourned Meetings

The members present at a meeting convened as a result of an adjournment of an earlier meeting pursuant to Bylaws 5.32 or 5.33 shall constitute a quorum, whatever their number, and they may transact the business or the remaining business for which the earlier adjourned meeting was originally convened.

5.5 Voting Entitlement

Subject to the provisions of these Bylaws, each member present at a members' meeting who is entitled to vote shall be entitled to cast one vote.

5.51 Proxy

No member shall vote by proxy unless the Executive Committee resolves that a proxy vote is specifically allowed at any Annual General or Special Meeting. In the event that a proxy vote is allowed, they will only be valid if signed and dated by the member and presented to the presiding officer prior to the meeting. Only a member of good standing entitled to vote may serve as a proxy.

5.52 Voting Procedure

Voting on any question or resolution shall take place by a show of hands except in the case where a simple majority of those who are present and entitled to vote on the question or resolution before the meeting requests that voting take place by secret ballot. In that event, voting shall take place by secret ballot. Unless a vote by secret ballot is so requested, a declaration by the Chair that a resolution has, on a show of hands, been carried, been carried unanimously, been carried by a particular majority, or been lost, shall be conclusive of such result.

An accurate record of voting results shall be kept in the records of all meetings and, in particular, a record shall be kept of the number of members voting in favour of a proposal, of the number of members voting against the proposal, and of the number of voting members who are present but abstain from voting. However, failure to so keep this record shall not invalidate the proceedings of the meeting.

Minutes of every meeting shall be recorded and shall be inserted in the Minute Book of the Association as soon as practical after formal preparation.

5.53 Tie Votes at Members' Meetings

Although the Chair of a meeting is entitled to vote, he or she shall not be entitled to cast an additional vote for the purpose of breaking a tie vote. In the event of a tie vote at a members' meeting, the motion shall be declared defeated.

5.6 Chair

The President shall chair all Annual General or Special General Meetings except in the event of his or her absence or where he or she designates another member of the Executive Committee to assume the chair. In the event that the President is absent and has not designated a member of the Executive Committee to assume the chair, the members present shall elect a chair who shall act as chair for that meeting only.

5.7 Notice of Meetings

Not less than 21 days' notice shall be given to the members of the Association of the convening of an Annual General Meeting or Special Meeting stating the time, place and date. In the case of a special resolution, the notice will state the proposed special resolution. Notices under this Bylaw shall be given in accordance with Bylaw 4.

Executive Committee

6.0 Management of the Affairs of the Association

Subject to the Societies Act and the Bylaws of the Association, the management and control of the Association and its affairs, and the responsibility of the same, shall be vested in the Executive Committee.

The maximum number of members of the Executive Committee shall be ten (10). The number and constitution of the Executive Committee may be varied from time to time at an Annual General Meeting of the Association.

6.1 Election of the Executive Committee

- (a) At each Annual General Meeting of the Association, at least six (6) members of the Executive Committee shall be elected for a term of one year and shall be deemed to have their terms of office expire at the time of the next Annual General Meeting.

In the event that any member of the Executive Committee retires or is unable to act, additional members may be elected at any Annual General Meeting for a one term as may be appropriate in order to maintain the number of the Executive Officers at six (6).

- (b) Within seven (7) days of receipt of a notice of an Annual General Meeting of the Association, any member in good standing entitled to vote at such meeting may propose a nomination for a member of the Executive Committee to be elected at such meeting by written notice to the Executive Committee signed by five (5) members in good standing such notice to include sufficient particulars for the Executive Committee and the members of the Association to assess the qualifications of such nominee to serve as a member of the Executive Committee.
- (c) Subject to these Bylaws, retiring members of the Executive Committee or members of the Executive Committee whose terms have ended are eligible for re-election.
- (d) A person may simultaneously hold no more than two (2) positions, of which no two shall include President, Vice-President or Treasurer. In cases where an Executive Officer holds more than one position, the member will be allowed only one vote at any meeting of the Executive Committee.
- (e) At an election of the Executive Committee, the nominees receiving the greatest number of votes shall be declared elected by the Chair.

6.2 Termination of Office

An Executive Officer will cease to hold office as an Executive Officer in the event that:

- (a) he or she ceases to be a member of the Association;
- (b) he or she resigns his or her office as an Executive Officer;
- (c) his or her term of office as an Executive Officer expires; or
- (d) he or she is removed from office pursuant to the Bylaws of the Association.

6.3 Written Resolutions

A resolution made in writing in lieu of a meeting of the Executive Committee, signed by seventy-five percent (75%) of the Executive Officers and filed with the minutes of the Executive Committee in the Minute Book of the Association, shall be as valid as a resolution passed at a regular meeting of the Executive Committee.

6.4 Vacancies in the Executive Committee

In the event of a vacancy occurring in the Executive Committee, the Executive Committee shall appoint any member in good standing entitled to vote to fill the vacancy and notice of such appointment shall be provided to the members as soon as practicable. Appointments made by the Executive Committee shall be for a duration fixed by the Executive Committee, but all such appointments will terminate upon the holding of the next Annual General Meeting of the Association and are expressly subject to review by the membership of the Association. In the event that ten (10) percent of the members in good standing and entitled to vote object in writing to the Executive Committee to such an appointment, the Executive Committee shall convene a Special Meeting of the membership to elect an Executive Officer to fill the vacancy.

Subject to these Bylaws, an Executive Officer so appointed is eligible for re-election to the Executive Committee.

6.5 Removal of an Executive Officer

An Executive Officer may, by ordinary Resolution of the Executive Committee, be removed from office and a replacement Executive Officer may then be appointed by ordinary Resolution and notice of such appointment shall be provided to the members as soon as practicable and which appointment shall be subject to the review and objection of the members set out in Bylaw 6.4. The Executive Officer so appointed must be a member in good standing entitled to vote and he or she shall hold office only for the duration of the term of the Executive Officer in whose place he or she is appointed, but, subject to these Bylaws, he or she is eligible for re-election. Grounds for removal of an Executive Officer include:

- i) the absence from two (2) consecutive duly called meetings without being excused by the President;
- ii) conviction of an indictable offence;
- iii) commencement any legal proceedings by such Executive Officer against any member of the Executive Committee or the Association; or
- iv) has failed to perform the duties or tasks required of their position or participated in conduct deemed by the Executive Committee as inappropriate and/or prejudicial to the operation of the Association.

6.6 Executive Officers' Term of Office

An Executive Officer shall hold office for a period of one year or for such other length of time as may be determined from time to time at an Annual General Meeting unless he or she ceases to hold office pursuant to Bylaw 6.2 or 6.5 and subject to the provisions of Bylaw 6.1

6.7 Quorum, Frequency and Location of Meetings

Two-thirds (2/3) of the Executive Officers shall be required for a quorum before the business of an Executive Committee meeting can proceed.

At least five (5) Executive Committee meetings shall be held each year: one immediately following the Annual General Meeting, and once at the end of each fiscal quarter thereafter and any such meetings may at the discretion of the Executive Committee be held by entirely electronic means.

6.8 Entitlement to Vote and Tie Votes

Each Executive Officer present at a meeting of the Executive Committee, including the Chair of each meeting, shall have one vote. The Chair may not cast an additional vote in order to break a tie vote and a tie vote shall result in the defeat of the motion which is being voted upon.

Executive Officers of the Association

7.0 Executive Officers

The Executive Officers of the Association shall be the following:

President
Vice President
Secretary
Treasurer
Sporting Directors
Chief Safety Director
Members at Large

Duties of Executive Officers

7.4 President

The President will be responsible for, and has the following, duties and powers:

- (a) the President is the Chief Executive Officer of the Association and shall be the Chair of the Executive Committee;
- (b) acting as the Chair at any Annual General Meeting or Special Meeting;
- (c) presiding at meetings of the Executive Committee;
- (d) ensuring that all Executive Officers perform their respective duties;
- (e) the custody and keeping of the seal of the Association;
- (f) filling vacancies on committees where elections are not provided for;
- (g) the President shall be one of the signing Officers of the Association for the purposes of signing all contracts and other documents binding the Association;
- (h) performing other duties as the By-laws of the Association may require;
- (i) calling all regular meetings of the Executive Committee; and
- (j) announcing the results of all votes; and shall have the power to call Special Meetings when requested in writing by the Executive Committee or by the members of the Association in accordance with these Bylaws.

7.5 Vice President

The Vice President will be responsible for, and has the following, duties and powers:

- (a) in the absence of the President, presiding over all meetings, and to render such assistance as may be required;
- (b) in the case of vacancy in the office of the President, acting as President until a replacement President is duly appointed to fill the vacancy in accordance with these Bylaws; and
- (c) performance of other duties as from time to time may be required of him or her by the President or the Executive Committee.

7.6 Secretary

The Secretary will be responsible for and has the following, duties and powers:

- (a) conducting of correspondence on behalf of the Association;
- (b) the keeping of minutes respecting Annual General Meetings, Special Meetings and meetings of the Executive Committee, which said minutes shall constitute the written record of such meetings as evidenced by the signature of the Secretary and the Chair of the meeting;
- (c) the custody and keeping all records and documents of the Association with the exception of those required to be kept by the Treasurer;
- (d) recording all alterations in the Rules and Policies of the Association;
- (e) filing a copy of all letters sent out and keep on file all communications and correspondence to be saved on a secure cloud based or equivalent file sharing system to be accessible by the Executive Committee;
- (f) maintaining a register of members to be saved on a secure cloud based or equivalent file sharing system to be accessible by the Executive Committee;
- (g) recording of the names of all members present at any meeting of the members, the Executive Committee; and
- (h) performance of other duties as from time to time may be required of him or her by the President or the Executive Committee.

7.7 Treasurer

The Treasurer will be responsible for and has the following, duties and powers:

- (a) reviewing the accounting records as completed by the bookkeeper, prepare monthly reports on the Association's financial position and report to the Executive Committee;
- (b) receiving and managing of the monies of the Association;
- (c) reviewing and keeping of all of the Association's financial records and books of account in such a manner that they at all times accurately present the true financial condition of the

Association and making such records available for inspection by the auditors of the Association on reasonable notice;

- (d) depositing, either personally or by agent, where circumstances require, of all monies or other valuable effects in the name and to the credit of the Association in such financial institutions as may be designated from time to time by the Executive Committee;
- (e) supervise the disbursing of funds of the Association as mandated by the Executive Committee;
- (f) presentation of a full and detailed account of receipts and disbursements to the Executive Committee when required;
- (g) preparation and submission of a statement in audited form of the financial position of the Association to the members at the Annual General Meeting of the Association as per Bylaw 10.3; and
- (h) performance of other duties as from time to time may be required of him or her by the President or the Executive Committee.

The Treasurer shall serve on all committees requiring financial records.

7.8 Members At Large

Up to two (2) Members at Large may be appointed by the members of the Association, if required, in accordance with these Bylaws and these members are to assist the members of the Executive Committee on any committee, task or special project as may be designated by the President or the Executive Committee from time to time.

7.9 Sporting Directors

There shall be one Sporting Director for each active shooting discipline, pistol, rifle and shotgun, or as determined by the Executive Committee from time to time, and who will be responsible for and has the following, duties and powers:

- (a) to promote, plan, organize, and generally supervise and give service to their particular shooting discipline; and to make recommendations to the Executive Committee for the furthering of interest in that type of shooting discipline of the Association;
- (b) to draw up for approval of the Executive Committee, conditions of the various matches and prize lists for their discipline in the Annual Association Meets;
- (c) the conducting, organizing and supervision of their particular events;
- (d) collect all monies from competitors and remit those monies to the Treasurer for deposit in the Association's bank account;
- (e) ensure that proper sign in procedures at matches are followed, and to keep accurate records of the same;
- (f) ensure that scores are recorded when necessary;
- (g) soliciting special contributions for matches which are the responsibility of their discipline; and

- (h) award prizes for their particular shooting discipline at the Annual Awards Presentation if required.

7.10 Chief Safety Director

The Chief Safety Director will be responsible for and has the following, duties and powers:

- (a) the general and specific operations of the range pertaining to range safety;
- (b) the posting and maintenance of warning signs, warning flags, range procedures, and range safety rules;
- (c) enforcing all range safety rules and regulations without prejudice as approved by the Executive Committee and the membership of the Association;
- (d) general range maintenance and upkeep, as well as the approval of targets and target stands;
- (e) conducting inquiries and/or investigations into potential violations of range rules;
- (f) recommend safety rule changes, as required, to the Executive Committee; and
- (g) perform such duties as assigned by the President, or the Executive Committee.

7.11 Performance and Delegation of Duties

All Executive Committee members shall perform such additional duties as may be required of them by the President and/or the Executive Committee. All Executive Officers with the exception of the President and the Treasurer may approve a delegation or sharing of such duties in their absolute discretion with the prior consent of the Executive Committee.

8.0 Committees

The Executive Committee may establish committees, whether standing committees or ad hoc committees, and may mandate the purpose of such committees and the manner of their conduct. The Executive Committee may, in addition, designate the member who will function as Chair of a particular committee.

9.0 Official Seal of the Association

The Executive Committee may adopt a seal and designate it as the common seal of the Association. The said seal shall be under the control of the Executive Committee and shall be affixed as may be required to all deeds, transfers, licences, contracts, and engagements on behalf of the Association.

The official seal of the Association shall be used only when authorized by Resolution of the Executive Committee. The seal shall be affixed to any documentation by the President and one other Executive Officer unless the Resolution directing use of the seal designates specific officers, in which case the seal shall be used only in the presence of those designated persons.

Financial Matters

10.0 Signing Officers

For banking and related purposes, the signing officers of the Association shall consist of the President and any one of the Vice President, Secretary or Treasurer, except in the case of approval of reimbursement of expenses or disbursements of the President in which case the signing officers shall be any two of the Vice President, Secretary or Treasurer.

10.1 Expenditures

All expenditures of money and commitment of Association assets must be authorized by prior resolution of the Executive Committee who may, from time to time, delegate such authority to make expenditures to any Executive Officer, employees or agents of the Association. In granting such authority to expend funds or to commit to such expenditures, the Executive Committee must be specific in their authorizations as to the purpose of such expenditures, as to the monetary limits of such expenditures, as to the time limits within which their delegates must operate and as to the conditions upon which the delegates must report to the Executive Committee concerning their delegated duty.

10.2 Borrowing

For the purpose of carrying out its object, the Association, through its Executive Officers, may borrow or raise or secure the payment of money in such manner as it thinks fit, but in no case shall:

- (a) any debenture of the Association be issued;
- (b) any real property of the Association be mortgaged or pledged;
- (c) any money be borrowed from any source; or
- (d) any significant commitment of any nature be entered into which would potentially affect in a detrimental way the very viability of the operation of the Association,

without prior sanction by Special Resolution of the membership of the Association at an Annual General Meeting or Special General Meeting.

10.3 Auditing

The books, accounts and records of the Association shall be audited at least once each year by a duly qualified independent chartered professional accountant in accordance with generally accepted accounting principles.

An auditor may be replaced by ordinary Resolution of the Executive Committee.

10.4 Remuneration for Services Rendered

Unless authorized at an Annual General Meeting or Special Meeting of the voting membership of the Association, no Executive Officer of the Association shall be remunerated for his or her services by the Association including gifts, gratuities and honorariums. Executive Officers may be reimbursed for reasonable out of pocket expenses incurred during the course of performing their duties on behalf of the Association provided that any and all reimbursements to be paid must be approved by the Executive Committee prior to such reimbursement. No business or other commercial activity may be conducted at Association facilities that is not related to the Association without the prior written approval of the Executive Committee.

10.5 Conflict of Interest

Except as otherwise approved by the Executive Committee, no Executive Officer shall have any material interests, direct or indirect, in any dealings of the Association, which creates any conflict, or which might be construed to create any conflict with the duties and responsibilities of the Executive Officer. In the event that there comes before the Executive Committee a matter for consideration or decision that raises a potential conflict of interest for any Executive Officer, such Executive Officer shall disclose the conflict of interest as soon as such Executive Officer becomes aware of it. Any Executive Officer who is aware of a potential conflict of interest with respect to any matter coming before the Executive Committee shall not vote in connection with the matter.

10.6 Dissolution

In the event of its dissolution, the Association shall be bound by the provisions of the Societies Act, as amended from time to time. In the event of dissolution of the Association, if, after payment of the debts and liabilities of the Association there is any property remaining owned by the Association, such property shall not be distributed to, or, in case of cash, paid to, any member of the Association, past or present. Such property, at the discretion of the Executive Committee, shall either be given to a charitable organization or association with similar object to those of the Association, or the property may be sold at fair market value and the proceeds given to a registered charitable organization or association of Canada.

10.7 Members' Liability

Pursuant to, and subject to, the Societies Act, and any subsequent amendments thereto, no member of the Association is, in his or her individual capacity, liable for a debt or liability of the Association.

10.8 Executive Committee Indemnification and Limitation of Liability

Every Executive Officer of the Association or any other person who has undertaken or is about to undertake any liability on behalf of the Association and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

- (a) all costs, charges and expenses whatsoever which such Executive Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, 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; and

all other costs, charges and expenses that 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 willful neglect or default.

No Executive Officer shall be liable for the acts, receipts, neglects or defaults of any other Executive Officer or employee or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm, or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such Executive Officer's respective office or trust or in relation thereto unless the same shall happen by or through such Executive Officer's own wrongful and willful act or through his or her own wrongful and willful neglect or default.

DATED this 29 day of January 2023, at Calgary, in the Province of Alberta, and constituting the Bylaws of the Calgary and District Target Shooters Association in repeal and replacement of existing Bylaws. Adopted this day by Special Resolution of the members of the Association at an Annual General Meeting of the Calgary and District Target Shooters Association, a certified copy of this Special Resolution being attached hereto.

Walter Wenzl
President
Calgary and District Target Shooters Association