

## MEMORANDUM

**From :** Herman Berkenbosch, Classis AB North Interim Committee  
**Date:** April 26, 2007; Updated Dec. 3, 2013  
**Subject:** **Incorporation of Classis AB North – Society Bylaws**

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Under the Alberta Societies Act a CERTIFICATE OF INCORPORATION was issued to **The Association Classis Alberta North of the Christian Reformed Church in North America**, on November 14, 2005.

### **SOCIETY BYLAWS**

#### **Memberships**

1. The membership of the society shall consist of those Christian Reformed Churches assigned to The Association Classis Alberta North of the Christian Reformed Church in North America by the Christian Reformed Church in North America from time to time.
2. Admission to membership in the society and withdrawal of membership from the society shall be in accordance with the Church Order of the Christian Reformed Church in North America.

#### **Chairman**

3. The Chairman shall be appointed from time to time by the Board of Directors and shall preside at all meetings of the Board. In the absence of the Chairman, a chair person may be elected at the meeting to preside. Meetings of the society shall be chaired by a Chair Person appointed by the Board.

#### **Board of Directors**

4. Board of Directors, Classical Interim Committee or Board, shall mean the Board of Directors of the society.
5. The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, and subject to the rules and procedures contained in the Church Order of the Christian Reformed Church in North America, as amended from time to time, have full control and management of the affairs of the society, and meetings of the Board shall be held as often as may be required, but at least once every four months, and shall be called by the Chairman. A special meeting may be called on the instructions of any two members provided they request the Chairman in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by 10 days notice in writing mailed to each Board member or by three days notice by fax or email or telephone. Any three members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
6. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
7. Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the society may deem reasonable.

## **Stated Clerk**

8. It shall be the duty of the Stated Clerk to attend all meetings of the society and of the Board, and to keep accurate minutes of the same. He/she shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Stated Clerk and the Chairman, or, in the case of the death or inability of either to act, by the Vice-Chairman. In case of the absence of the Stated Clerk, his/her duties shall be discharged by such officer as may be appointed by the Board. The Stated Clerk shall have charge of the correspondence of the society and be under the direction of the Chairman and the Board.
9. The Stated Clerk shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings as required.

## **Treasurer**

10. The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever required and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society and submit a copy of the same to the Stated Clerk for the records of the society.

## **Auditing**

11. The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified independent accountant. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society. The fiscal year of the society in each year shall be the calendar year.
12. The books and records of the society may be inspected by any member of the society at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the Board shall at all times have access to such books and records.

## **Meetings**

13. The society shall hold an Annual Meeting on or before April 1<sup>st</sup> in each year, of which notice in writing to the last known address of each member shall be delivered in the mail at least 21 days prior to the date of the meeting. At this meeting there shall be elected as needed when their terms of service are completed, a Stated Clerk, Alternate Stated Clerk, Treasurer, Alternate Treasurer, and five (5) directors. The Stated Clerk and the five directors so elected shall form a Board and shall serve until their successors are elected. The Treasurer is not a member of the Board. The terms of the directors and officers shall be as follows: The Stated Clerk, Alternate Stated Clerk, Treasurer, and Alternate Treasurer, shall serve three-year terms of office, renewable any number of times. All other directors shall have three-year terms and any director may be re-elected once. All terms of office and directorships commence on the 1<sup>st</sup> day of July in any given year and end on the 30<sup>th</sup> day of June in the corresponding end of term year. Any vacancy in the offices of Stated Clerk or Treasurer shall be filled by the Alternate Stated Clerk or Alternate Treasurer as the case may be. Any other vacancy of directorships shall be filled at the next meeting, provided it is so stated in the notice calling such meeting.
14. Subject to the Church Order of the Christian Reformed Church of North America, general meetings of the society may be called at any time upon the instructions of the Chairman or Board by notice in writing.

**Qorum**

15. Each member shall send two delegates to any meeting of the society. The quorum at any meeting shall be constituted if a majority of the members of the society have two delegates present and voting. Any duly appointed delegate of a member shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise.

**Remuneration**

16. Unless authorized at any meeting and after notice for same shall have been given, no officer or member of the society shall receive any remuneration for his/her services.

**Borrowing powers**

17. For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

**Bylaws**

18. The Bylaws may be rescinded, altered or added to be a "Special Resolution".