



BRANCH BYLAWS

ARTICLE 1 - ORGANIZATION

- (a) This Branch shall be known as the Royal Canadian Legion, Alberta - North West Territories Command, North Calgary Legion Branch No. 264 (the “Branch”).
 - (b) The Branch is constituted and organized pursuant to the authority and direction of Provincial Command.
 - (c) The Branch fiscal year shall be January 1 to December 31
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ARTICLE 2 - DEFINITIONS & INTERPRETATIONS

Within these By-Laws, the following definitions and interpretations shall apply:

- (a) Wherever the word “shall” occurs herein, the provision of the clause in which it appears must be interpreted as mandatory; equally when the word “May” appears herein, the provision of the clause in which it appears must be interpreted as being permissive.
 - (b) In these Bylaws the use of the masculine shall imply the feminine and vice-versa. Singular shall indicate the plural and the plural indicate the singular as the context may require.
 - (c) The Branch and all members shall at all times be governed by the following by-laws and procedures in order of the following precedence:
 - i. The General By-Laws of the Royal Canadian Legion (the “**The General By-Laws**”);
 - ii. The By-laws of the Alberta - North West Territories Command (“**The Provincial Command By-Laws**”);
 - iii. The Royal Canadian Legion Ritual Awards and Insignia Manual, (the “**The Ritual**”);
and
 - iv. The By-laws of the Branch (the “**Branch By-Laws**”).
 - (d) In the event of a dispute between the Branch Bylaws and those indicated in (c) i - ii above, the latter shall prevail.
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(e) The following additional terms are defined as follows:

- i. “Annual General Meeting or AGM” means an annual meeting of the Branch membership to discuss the previous year’s activities and accounts;
- ii. “Building” means that property municipally known as 1918 Kensington Road NW, Calgary, AB T2N 3R5;
- iii. “Executive Committee or Executive” means the Officers of the Branch, up to three (3) Executive Members, a Chairman, a Recording Secretary, a Service Officer, a Sergeant-at-Arms and a Padre;
- iv. “Executive Meeting” means a meeting of the members of the Executive Committee;
- v. “Immediate Past President” means a member in good standing who served successfully to the end of his term as President after election or succession;
- vi. “Member” means a person who has been duly admitted to any of the categories of membership provided for by The General By-Laws, all of which confer equal privilege and standing at all levels without preference;
- vii. “Member in good standing” means a member who is not under suspension or is not in arrears of the payment of dues or limited or restricted pursuant to The General By-Laws;
- viii. “Provincial Command” means the Alberta-Northwest Territories Command of The Royal Canadian Legion.

ARTICLE 3 - MEMBERSHIP

- (a) Branch membership shall comprise of Life, Ordinary, Associate, Affiliate Voting and Affiliate Non-voting members in accordance with The General By-Laws Article II.
 - (b) Employees and lessees in the Building may become Members of the Branch.
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ARTICLE 4 - ANNUAL DUES/INITIATION

- (a) Every Member, except Life Members, shall pay annual dues in such amount decided at an Executive Meeting. Any change in amount of the dues levied must be presented to the next General Meeting or Special General Meeting for ratification and/or amendment, and shall become effective immediately.
- (b) Dues are payable on or before 31 December of each year. A member in arrears of dues as of the following 31st January is “not in good standing for any purpose”. Once the annual membership dues have been paid, the member is considered to be “in good standing”.

- (c) Dues shall include the designated per capita tax to the Provincial Command and the Dominion Command.
 - (d) All members whose annual dues are paid shall be issued a membership card and/or yearly sticker, as applicable, confirming that he/she is a member in good standing. A membership card shall be presented upon request by any employee of the Branch, Executive Member, or to gain entry to any meeting or event held in the Building or organized elsewhere by the Branch.
 - (e) No potential member whose dues are unpaid shall be initiated to membership in the Branch.
 - (f) Each new Member shall be welcomed and initiated according to The Ritual, Chapter 3 prior to receiving a membership card.
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ARTICLE 5 - ENTITLEMENT TO VOTE OR HOLD OFFICE

- (a) Only Ordinary, Life, Associate and Affiliate-Voting members shall have the right to vote or hold office in accordance with The General By-Laws Article I.
 - (b) No member who directly, or indirectly, is full time, regular or part-time salaried employee, shall be eligible to hold office in accordance with The General By-Laws Article I.
 - (c) Subject to The General By-laws and Command Policy, no elected or appointed Officer or member of the Executive of the Branch shall hold more than one office in either the Branch, District or Command organizations.
 - (d) A member shall be required to have been a Branch Member for one year (365 days) before being eligible to hold any elected office.
 - (e) No member, having ceased to hold the position of President, may hold the position of President until a minimum of four (4) years have past since he or she last held office.
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ARTICLE 6- EXECUTIVE COMMITTEE

- (a) Composition of the Executive. The Executive shall consist of the following:
 - i. The Officers of the Branch, being the elected:
 - a. President;
 - b. First Vice President;
 - c. Second Vice President; and
 - d. Treasurer;
 - e. Immediate Past President.
 - ii. Up to three elected Executive Members;
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ix. Such additional members appointed by the Executive.

(b) Immediate Past President.

- i. The Executive may avail itself of an Immediate Past President to provide support and corporate knowledge to the incoming President, as requested by the latter, for a period of two years post-office.
- j. Should the most recent Immediate Past President be cease to be a member of the Executive for any reason, the Executive may appoint any of the Branch's past presidents to hold office as the Immediate Past President for the remainder of the term subject to ratification at the next AGM;
 - ii. Any documents held by the Immediate Past President relating to that position shall be provided upon request to the incoming President.

Other Officers:

- (c) The Executive shall appoint the Chairman, Recording Secretary, Service Officer, Sergeant-at-Arms and a Padre.
- (d) Only those elected or appointed Executive Members shall have the right to vote at Executive Meetings.
- (e) Conflict of Interest. Any member of the Executive who has a real or perceived conflict of interest in relation to any matter being discussed by the Executive shall declare the relevant conflict prior to the discussion and remove themselves from the meeting until the conclusion of the matter relevant to the conflict concludes.
- (f) Procedure.
 - i. The Executive shall keep minutes of each meeting in which any actions taken by it shall be recorded;
 - ii. From time-to-time there may cause to have the Executive vote via email due to time constraints. These votes will be added to the Minutes of the Executive as a Secretarial Note to the next Executive Meeting with the email chain, confirming the vote, attached;
 - iii. The Minutes of the Executive shall become a public record once the Board approves them at the next meeting;
 - iv. The Minutes may be posted on the Branch website, social media sites or such other locations as the Executive may deem appropriate from time-to-time.
- (g) Absence from Meetings. Should a Member of the Executive be absent from three (3) consecutive Executive Meetings, without due cause acceptable to the Executive, that Member shall be removed from the Executive.
- (h) Absence of the Branch President. The duties and responsibilities of the Branch President shall be temporarily assumed by the 1st Vice President, or the 2nd Vice President if the latter is unavailable, if the Branch President is absent from the Province of Alberta for seven (7) or more consecutive days for holidays or any other reason.

- (i) Cessation from the Executive. In addition to clause (g) above, an individual shall cease to be a member of the Executive upon the occurrence of any of the following events:
- v. On completion of their term, in good standing;
 - vi. By delivering notice of their withdrawal to the President in writing;
 - vii. On their death or incapacity;
 - viii. Upon their expulsion from the Executive, removal from their position on the Executive, has failed to remain a Member in good standing, or has been either suspended or expelled from membership in the Legion, as the case may be, by The General By-Laws.
- (j) Vacancy.
- i. Should a Branch Officer and/or Executive Member position become vacant by reason of death, resignation, unacceptable conduct and/or lack of meeting attendance in accordance with this Article, or any other reason, the President may propose a replacement for vote at an Executive Meeting;
 - ii. Should the position of President become vacant prior to end of his or her term, the role and responsibilities of the President shall be assumed firstly by the 1st Vice President or, if not available, by the 2nd Vice President.

ARTICLE 7 - STANDING COMMITTEES

- (a) The President shall appoint a Chairman for each of the following Standing Committees:
- i. Finance (unless a Treasurer is elected);
 - ii. Public Relations and Marketing;
 - iii. Membership;
 - iv. Sports and Games;
 - v. Poppy Fund;
 - vi. By-Laws and Resolutions;
 - vii. Building and Property;
 - viii. Honours and Awards; and
 - ix. other committees as necessary.
- (b) The President shall be an Ex-Officio member of all Standing Committees.
- (c) A Position Description shall be developed and maintained for every Standing Committee.
- (d) The Executive shall appoint such Ad-Hoc Committees as may be necessary to address a specific purpose and which do not necessitate the formation of a Standing Committee.
- (e) Branch management and employees shall be under the direct supervision of the President or such member of the Executive appointed by the President from time-to-time.

ARTICLE 8 - NOMINATIONS AND ELECTIONS

- (a) The elected Executive Members of the Branch shall each be elected for a (2) two year term.
- (b) Within (3) three months of a proposed Election Meeting a Nominations Committee shall be appointed and chaired by the President to:
 - i. solicit candidates for the Executive;
 - ii. coordinate the nomination process; and
 - iii. coordinate the election voting process.
- (c) At a General Meeting within (2) two years of the last biennial Election Meeting, the President shall declare:
 - i. nominations for the election of officers and executive committee members are open;
 - ii. the biennial Election Meeting location, date and time; and
 - iii. the appointment of an Election Meeting Chairman.
- (d) The Election Meeting voting date shall be posted within the Branch and on any webpage or social media pages maintained by the Branch, as applicable, a minimum of fourteen (14) days prior to the Election Meeting.
- (e) No person shall be nominated to the Branch's Executive unless present at the Election Meeting and nominated from the floor or, alternatively, has, in writing, and signed by a member in good standing, signified a willingness to become an Officer or Executive Member.
- (f) When balloting is for the election of each single Officer or Executive Member, the candidate receiving the majority of the votes cast shall be elected.
 - i. If no candidate receives a majority of the total votes cast on the first ballot, a second ballot shall be held, deleting the name of the candidate receiving the least number of votes on the first ballot;
 - ii. However, if the total of the votes received by the two with the lowest number of votes is less than the votes received by the candidate with the next lowest number of votes, the names of the two with the lowest number of votes shall be deleted from subsequent ballots.
- (g) When balloting is for the election of more than one Officer or Executive Member in a position, Branch Members will use the First Past the Post voting system.
 - i. A Branch member may not vote more than once on the ballot for any candidate.
 - ii. The ballots shall be in the form approved by the Nominations Chairman.
 - iii. Ballots not marked in conformity to this Article shall not be counted.
 - iv. The candidates receiving the most votes shall be elected into the positions.

- (h) Branch Officers and Executive Members shall take office and assume their duties and functions on the first day of the month following that in which they are elected, and shall be installed in accordance with The Ritual within 31 days of their election.
 - (i) If any Executive Members are not elected, members may be proposed by the President and approved by the Executive to fill any vacancies.
 - (j) The Executive, between General Meetings shall have full powers of authority to run the Branch in accordance with policies established by the membership and in the best interests of the Branch.
 - (k) Each Executive Members' duties and responsibilities shall be as directed in The Royal Canadian Legion Branch Leadership Manual, Chapter 5 - Responsibilities of Officers.
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ARTICLE 9 - MEETINGS

Executive Meetings:

- (a) Any meeting of the Branch Executive may be held on the first Monday of every month unless the Executive agrees to another date for any particular month. No Executive Meetings shall be held during the months of July, August and December.
- (b) A Special Executive Meeting is a meeting called by the President, or the 1st Vice President in the absence of the President, that addresses an emergent issue that cannot wait to be discussed at the next regularly-scheduled Executive Meeting.

General Meetings & Special Meetings:

- (c) General Meetings of the Branch shall be held three (3) times per year during the months of October, February and June on a date designated by the Executive No General Meetings shall be held during the months July, August and December.
- (d) The Minutes of the previous General Meeting shall be provided to the membership and adopted at the beginning of each General Meeting.
- (e) In the event a General Meeting is required within the three months indicated above, a Special General Meeting shall be at the call of the Executive.
- (f) The Executive may call a Special Meeting providing that notice is sent to all voting members of the Branch not less than fourteen (14) days prior to the date set for the meeting and must briefly indicate the purpose of the meeting. The notice may be by electronic notification, regular mail, posting a notice in the Building, or any combination thereof.
- (g) The Executive Committee, upon receipt of a letter in writing requesting a meeting signed by not less than (10) ten voting Members in good standing and briefly specifying the purpose of the meeting, shall convene a Special General Meeting for that purpose only.
- (h) The Chairman shall not have a vote on resolutions or motions but in the case of a tie shall submit the deciding vote.
- (i) Voting decisions at a meeting shall be made by 51% of those present except for a vote on a Notice of Motion for amending The General By-Laws according to Article XIII.

- (j) Executive and Special Executive Meeting minutes shall be adopted by the Executive and presented at the next General Meeting for information.
- (k) General and Special Meeting Minutes shall be adopted at the next General Meeting by a vote of the membership.

Annual General Meeting:

- (l) The Branch Annual General Meeting (AGM) shall be held in March of each year in accordance with The General By-Laws Article VI.
- (m) A report of Branch finances shall be provided at each AGM.

Article 10 – QUORUM & PROXIES

- (a) A quorum for a General Meeting or Special Meeting, including an AGM, shall be a minimum of twenty-five (25) voting Members in good standing.
- (b) A quorum for a scheduled Executive Meeting shall be the majority of the Executive.
- (c) A quorum for a Special Executive Meeting, specially called by the President, shall be that of the majority of those present.
- (d) A quorum for a Branch election shall be fifteen (15) Members in good standing.
- (e) A Member in good standing not physically present at the designated location set for a General Meeting or Special Meeting, including an AGM, may provide another Member in good standing with his/her voting proxy to permit the receiving Member the ability to vote on his/her behalf. All proxies shall be in writing, dated, signed, indicate the Member providing the proxy and his/her membership number, and designate the Member authorized to vote on his/her behalf.
- (f) All proxies shall be registered with the Sergeant-at-Arms prior to the commencement of the meeting or they shall be declared invalid.

ARTICLE 11 – FINANCE

- (a) The Treasurer or Chairman of the Finance Committee shall:
 - i. maintain an accurate and true account of all monies received and paid out of the Branch;
 - ii. maintain a record of all financial transactions of the Branch;
 - iii. deposit all monies received by the Branch forthwith, in the name of the Branch, in a chartered bank, trust company or other recognized financial institution authorized under provincial law;
 - iv. provide the financial status of the Branch whenever required by the Executive;
 - v. provide a budget for Branch Member approval for delegates to attend Dominion and Provincial Command conventions;

- vi. conduct an annual financial review by March 31 in accordance with The General By-Laws Article VI; and
 - vii. cause Branch financial statements to be created and submitted to Alberta Provincial Command in accordance with the Provincial Command By-Laws and any applicable Provincial Command policies.
- (b) The Branch Executive or the Management Trustees of the Branch shall not cash, sell, or transfer to another investment any Branch investment(s) without prior authority given at a General Meeting.
- (c) All Branch cheques, drafts, or orders of payment of money by any level of the Branch shall be signed by the Treasurer and the President, or in the absence of either one or both of these persons, financial transactions shall be signed by two duly authorized signatures. The two duly authorized signatories may not be persons related to one another nor live in the same domicile.

ARTICLE 12 - COMPLAINTS and DISCIPLINE

- (a) The procedure and lodging of complaints against Members and the subsequent disciplinary action shall be strictly in accordance with the General Bylaws, Article III.

ARTICLE 13 - BRANCH REAL AND PERSONAL PROPERTY

- (a) No artifact or item in the possession of the Branch shall be borrowed, removed from the Branch premises or otherwise disposed of without the written approval of the Executive.
- (b) Except in the course of the ordinary and usual activities of the Branch, the Branch may not sell, lease, mortgage, pledge, hypothecate, or alienate, in any manner, any real property held by them, except in strict compliance with The General By-Laws and provincial legislation.
- (c) The procedure for hypothecating, mortgaging, pledging, leasing, selling, conveying or otherwise disposing of the Branch's real property outside the ordinary and usual course of activities is:
- i. A Notice of Motion must be presented at a General Meeting of the Branch;
 - ii. All Members in good standing of the Branch will be notified by regular mail or email and notices posted on the Branch's social media sites, if any, at least fourteen (14) days prior to the Special Meeting at which the Motion will be discussed and voted upon;
 - iii. Copies of the Notice of Motion are to be sent to the District Alberta-NWT Commander and Provincial Command Office prior to the Special Meeting occurring;
 - iv. A two-thirds (2/3) majority vote of the Members in attendance, in person and/or via video conferencing if applicable, at the Special Meeting is required.
- (d) Upon approval at the Special Meeting,

- i. The President shall be responsible to sign all contractual and legal documents or the 1st Vice President in absence of the President or by the 2nd Vice President in absence of both of the President and 1st Vice President;
- ii. all documents and information pertaining to the vote will be sent to Alberta-NWT Command for conditional approval.

ARTICLE 14 - AMENDMENTS TO THE BRANCH BY-LAWS

- (a) The Branch By-Laws shall not be altered, amended, varied, or added to except by Notice of Motion.
- (b) The Notice of Motion for an amendment to the Branch By-Laws must receive a majority of (2/3) two-thirds of the voting Members present at the General or Special Meeting considering the motion.
- (c) A Notice of Motion must:
 - i. Be provided in writing to an Executive Meeting for consideration;
 - ii. provide details on the reason for the motion; and
 - iii. be signed by the Member presenting the Notice of Motion.
- (d) All previous By-Laws of the Branch are hereby repealed and of no force and effect upon approval of the within Branch By-Laws by Alberta-NWT Command.

ARTICLE 15 - BRANCH RULES & POLICIES

- (a) The Executive may solely determine such Rules and Policies as may be necessary from time to time to provide for the day-to-day operations of the Branch.
- (b) Such Rules and Policies shall comprise appendices to these By-Laws and form a part of them.

EFFECTIVE DATE:

These Branch By-Laws shall take effect upon approval and dated by Alberta-NWT Command.

Certified to be a true copy of the By-Laws of the Royal Canadian Legion, Alberta-NWT Command,

NORTH CALGARY LEGION BRANCH NO. 264

as amended and approved by a Special Meeting of the Branch on

The 16 day of January 2023.

Fiona McLean

**Fiona G. McLean, CD, KC
BRANCH PRESIDENT**

(BRANCH SEAL)

Alan Pentney

**Alan Pentney
ACTING BRANCH SECRETARY**

Approved on behalf of Provincial Command of the Royal Canadian Legion

This ___ day of _____ 2023.

**COMMAND PRESIDENT
ALBERTA-NWT COMMAND**

(COMMAND SEAL)

**CHAIRMAN
ALBERTA-NWT COMMAND**