

## **Article I. Name of the Society**

The name of the society shall be the Waterton-Glacier International Peace Park Association, hereinafter referred to as "WGIPPA".

## **Article II. Relationship to Rotary International**

WGIPPA is an entity at arms-length from Rotary International (RI); however, Membership in WGIPPA is open to Rotary Clubs within RI as defined in Article III below.

## **Article III. Membership**

Membership in WGIPPA shall be open to all Member Rotary Clubs in Districts 5080, 5360, 5370, and 5390 and any other District so designated by the Board of Directors. Each Rotarian in good standing of such Rotary Clubs shall enjoy the benefits of WGIPPA.

## **Article IV. Rights of Members**

Section 4.01 Each Rotarian in good standing shall have the right to attend all General Meetings of WGIPPA.

Section 4.02 If a Member chooses to resign, that Member shall advise the Secretary, or Secretary/Treasurer, of WGIPPA in writing, either by postal mail, or electronic mail.

Section 4.03 Members of WGIPPA can be expelled from WGIPPA for any reason deemed appropriate by the Board of Directors. Such expulsion shall require a majority vote of the Board of Directors.

Section 4.04 Votes

- (a) Each Rotarian in good standing of such Member Rotary Clubs shall have one (1) vote on all questions put to Members at any meeting of the Membership.
- (b) Proxy voting shall be permitted at any Annual General Meeting of WGIPPA, where the form of proxy shall be a Proxy Vote Authorization Form signed by the Rotarian and lodged with the Secretary of WGIPPA not less than seven (7) days in advance of the meeting.

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- (c) Any motions put before a duly constituted meeting of the Members shall be deemed to have passed if a simple majority of Rotarians present vote affirmatively, with the exception of motions amending by-laws; acquiring indebtedness in the form of mortgages, or debentures; or dissolving WGIPPA.
- (d) Voting shall be by show of hands unless any Rotarian shall request that a ballot be used.
- (e) Rotarians shall not reveal their identities on the ballot.
- (f) The Secretary of WGIPPA shall serve as Returning Officer. An alternate may be appointed by the Board of Directors.

Section 4.05 Rotarians shall have the right to examine without removing them, any WGIPPA records upon giving notice of three (3) working days to the Secretary, or the Treasurer.

## **Article V. Meetings of the Membership**

Section 5.01 There shall be an Annual General Meeting of the Members of WGIPPA for the purpose of fellowship and the conduct of business of WGIPPA.

Section 5.02 The Annual General Meeting of WGIPPA shall be held at and during the Annual Assembly at the direction of the President. The business that shall be put before the Annual General Meeting shall include:

- (a) Minutes of the previous Annual General Meeting;
- (b) President's report;
- (c) Treasurer's report, including presentation of the financial examiner's report; and
- (d) Appointment of the financial examiner(s) for the new fiscal year.

Section 5.03 Notice of such Annual General Meeting shall be given to the President of each Member Club of Districts 5080, 5360, 5370, 5390 plus any other Districts as designated by the Board of Directors at least sixty (60) days prior to holding such meeting for circulation to each Rotarian within the Member Clubs.

- (a) The Notice of Meeting shall be served by postal mail, or electronic mail, to the Member Clubs' addresses as carried in WGIPPA, or RI records.
- (b) The Notice of Meeting shall state the purpose of the meeting and include a provisional agenda and notice of motions to be considered as required by these by-laws.

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Section 5.04 Due notice of any changes in, or cancelation of, the Annual General Meeting shall be given to all Member Clubs of WGIPPA a minimum of seven (7) calendar days in advance.

Section 5.05 An extraordinary Special General Meeting shall be called under one of the following two conditions:

- (a) When the Board of Directors deems a WGIPPA matter of significance such that the entire Membership is required to be informed of it and participate in debate.
- (b) Where the Members petition the Board of Directors to call a Special General Meeting where at least ten (10) Club Members in good standing deem a WGIPPA matter of significance such that the entire Membership is required to be informed of it and participate in debate.

Section 5.06 A notice of twenty-seven (27) calendar days shall be served to the Secretary of WGIPPA.

Section 5.07 Only the question specified in the Notice of Meeting shall be considered.

Section 5.08 Members shall be notified of any Special General Meeting of the Membership not less than twenty-one (21) calendar days in advance of the scheduled meeting. Such notification shall be in writing by postal mail, facsimile, or electronic mail.

Section 5.09 Quorum at an Annual General Meeting or Special General Meeting of the WGIPPA shall be representatives from a minimum of five (5) Member Rotary Clubs from each of Canada and the United States of America.

Section 5.10 The business of WGIPPA shall be transacted by show of hands or *viva voce* vote except the election of Officers and Directors, which shall be by ballot.

Section 5.11 Robert's Rules of Order shall govern all General Meetings.

## **Article VI. Board of Directors**

Section 6.01 Eligibility: Those eligible for election as Directors of WGIPPA shall be a Rotarian in good standing of Rotary International whose Club is within the boundaries of Districts 5080, 5360, 5370, 5390 or other Districts as designated by the Board of Directors, provided that, such a Rotarian shall not have served two, consecutive, three-year terms as an elected Director immediately preceding the Annual General Meeting.

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Section 6.02 Number: The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer (or Secretary/Treasurer), Immediate Past President (who becomes an *ex-officio* Director for the two years immediately following the completion of his/her term as President), and eighteen (18) elected Directors of which:

- (a) Nine (9) such Directors shall be Rotarians in good standing from Rotary Clubs in Districts 5080 and 5390 within the United States of America. Nine (9) such Directors shall be Rotarians in good standing from Rotary Clubs in Districts 5080, 5360 and 5370 within Canada.
- (b) Considering only the nine (9) Directors from Rotary Clubs in Districts 5080 and 5390 within the United States of America, three (3) such Directors shall be Rotarians in good standing from Rotary Clubs in District 5080, and six (6) such Directors shall be Rotarians in good standing from Rotary Clubs in District 5390.
- (c) Considering only the nine (9) Directors from Rotary Clubs in Districts 5080, 5360 and 5370 within Canada, three (3) such Directors shall be Rotarians in good standing from Rotary Clubs in each of Districts 5080, 5360 and 5370.
- (d) In addition, the Superintendents of Glacier National Park and Waterton Lakes National Park; the District Governors of Districts 5080, 5360, 5370, and 5390; and all other Past Presidents of WGIPPA shall be *ex-officio* members of the Board of Directors of the WGIPPA.
- (e) If an elected Director becomes an Officer of the WGIPPA, either through election, or appointment during that Director's term, that elected Director's now vacant position shall be filled through election at the next Annual General Meeting, or if between Annual General Meetings, by appointment of the President. Ratification of this appointment shall be obtained at the next Annual General Meeting.

Section 6.03 Election: Six (6) Directors shall be elected at each Annual General Meeting for a term of three (3) years. Three (3) Directors shall be elected from Canada, and three (3) Directors shall be elected from the United States of America.

- (a) The three (3) Directors elected from Canada each year shall be elected one (1) each from Districts 5080 (within Canada), 5360, and 5370.
- (b) The three (3) Directors elected from the United States of America each year shall be elected one (1) from District 5080 (within the United States of America), and two (2) from District 5390.

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Section 6.04 Nominations:

- (a) Not less than 120 days prior to the Annual General Meeting, the District Governors shall appoint a Nominating Committee for their District.
- (b) The District Nominating Committees shall be responsible for selecting candidates for the positions of Vice-President and Directors whose terms are expiring at the next Annual General Meeting.
- (c) Additional nominations shall be received for the offices of Vice-President and Directors from the Membership at Large at the Annual General Meeting.

Section 6.05 Vacancies: Should any office become vacant during any year such vacancy shall be filled by appointment by the President for the remaining portion of the term; such appointment shall be ratified at the next Annual General Meeting by a majority vote.

Section 6.06 Duties: The direction of the affairs of WGIPPA shall be vested in the Board of Directors.

Section 6.07 Quorum: The majority of the voting members of the Board of Directors shall constitute a quorum.

Section 6.08 Method of Voting: All business of the Board of Directors shall be transacted by show of hands.

Section 6.09 No Director shall receive remuneration for services provided to WGIPPA in their capacity as a Member of the Board of Directors.

Section 6.10 A Member of the Board of Directors of WGIPPA can be expelled from the said Board for any reason deemed appropriate by the Board of Directors. Such expulsion shall require a majority vote of the Board of Directors.

Section 6.11 Meetings: The President shall hold all meetings of the Board of Directors at such time and place as set by the President.

## **Article VII. Officers**

The Officers of WGIPPA shall consist of a President, Vice-President, Secretary, and Treasurer (or Secretary/Treasurer).

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Section 7.01 President and Vice-President: The President and Vice-President shall be elected for terms of two (2) years at the Annual General Meeting held in even years from those Rotarians who have previously served on the Board of Directors of WGIPPA, provided that Rotarians of Districts 5080 (within Canada), 5360, and 5370 of the first part, and Districts 5080 (within the United States of America) and 5390 of the second part, shall fill such offices alternatively.

Section 7.02 The President shall provide leadership to WGIPPA; preside over meetings of WGIPPA and its Board of Directors; Chair the Executive Committee if one is created; sit as an *ex officio* member on all other committees; render all official statements to the media that are not delegated; and vote proxies on behalf of the Rotarian Members of WGIPPA. The Vice-President shall act in the capacity of the President when the President is not available. The Vice-President shall be the President-Elect. In the absence of both the President and Vice-President, a Chairperson may be appointed by the President from the remaining Board of Directors.

Section 7.03 Secretary and Treasurer (or Secretary/Treasurer): The President, with the approval of the Board of Directors of the WGIPPA, shall appoint from among Rotarian Members of WGIPPA a Secretary and a Treasurer (or Secretary/Treasurer) to serve during his/her two-year term. This Officer(s) will serve a third year in an *ex-officio* capacity to provide continuity of office.

Section 7.04 The Secretary shall be the custodian of WGIPPA's membership records; record attendance at meetings; send out notices of WGIPPA, Board of Directors, and committee meetings; and record and preserve the minutes of each meeting. The Treasurer(s), who shall have custody of WGIPPA funds, shall be responsible for the financial records of WGIPPA with respect to ensuring their accuracy, currency and integrity. The Treasurer(s) shall account for WGIPPA funds to the Annual General Meeting and at any other time upon demand by the Board of Directors. The Secretary/Treasurer shall fulfill the responsibilities of both the Secretary and Treasurer combined as stated above.

Section 7.05 For operational efficiency, the President may direct that two Treasurers be appointed, one for Districts 5080 (within Canada), plus 5360, plus District 5370, and one for Districts 5080 (within the United States of America) plus 5390, to each have custody over WGIPPA funds, and be responsible for the financial records of WGIPPA with respect to ensuring their accuracy, currency and integrity.

Section 7.06 No Officer shall receive remuneration for services provided to WGIPPA in their capacity as an Officer of WGIPPA.

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Section 7.07 An Officer of WGIPPA can be expelled from their Office for any reason deemed appropriate by the Board of Directors. Such expulsion shall require a majority vote of the Board of Directors.

### **Article VIII. Committees**

The President, subject to the approval of the Board of Directors, shall appoint such committees as are deemed necessary to carry out the objectives of WGIPPA. Where feasible and practical, there should be provision for continuity of membership of such committees, either by appointing one or more members for a second term, or by appointing one or more members for a two-year term.

### **Article IX. Finances**

Section 9.01 Prior to the beginning of each fiscal year, the Board of Directors shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board of Directors.

Section 9.02 Fees shall be paid by way of grants from Member Clubs and/or Districts, as set and approved by the Board of Directors of WGIPPA.

Section 9.03 The financial objective of hosting WGIPPA is to break even. Following the hosting of WGIPPA Annual Assembly by a host Club(s), any residual funds remaining following payment of all expenses incurred associated with hosting of the Annual Assembly, shall be paid fifty percent (50%) to the host Club(s) and fifty percent (50%) to WGIPPA. Such funds allocated to WGIPPA shall be placed in a fund to be used as seed money for subsequent WGIPPA Assembly meetings. Host Clubs may apply to the Board of Directors of WGIPPA one year in advance of hosting an Annual Assembly for up to one thousand dollars (\$1,000.00) as a loan in support of their hosting efforts.

Section 9.04 The Treasurer or Secretary/Treasurer shall deposit all WGIPPA funds in a chartered bank(s), trust company(s), or credit union(s), named by the Board of Directors.

Section 9.05 WGIPPA shall maintain such checking, savings and investment accounts as are necessary to safely manage its monies.

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Section 9.06 Signing authority on all financial instruments of WGIPPA shall consist of any two (2) of the President, Vice-President, Secretary, Treasurer, Secretary/Treasurer, or designated Director.

Section 9.07 Officers having charge or control of WGIPPA funds shall give bond as required by the Board of Directors for the safe custody of the funds of WGIPPA, cost of bond to be borne by WGIPPA.

Section 9.08 The fiscal year of WGIPPA shall extend from July 1<sup>st</sup> to June 30<sup>th</sup>.

### **Article X. Borrowing Powers**

Section 10.01 WGIPPA may borrow, raise, or secure financial resources as are necessary to carry out WGIPPA's objectives in any legitimate and lawful way it deems appropriate.

Section 10.02 No Director or Officer of WGIPPA may indebt WGIPPA without being empowered to do so in advance by a resolution passed by the Board of Directors.

Section 10.03 Where indebtedness shall be in the form of mortgages or debentures, such indebtedness shall be issued by a special resolution of the Rotarian Members put forth at an Annual or Special General Meeting. This special resolution shall specify the terms and conditions, and the uses to which the funds will be put. The resolution shall require affirmative votes of seventy-five percent (75%) of the Rotarian Members present to pass.

### **Article XI. Appointment of Financial Examiners**

Section 11.01 At the conclusion of each fiscal year, and at least once during each year, WGIPPA shall have its books, accounts, and financial records audited by a capable person(s) who will be the Financial Examiner(s). For greater clarity, the Financial Examiner(s) may, or may not be, a professional accountant(s).

Section 11.02 No person who is a Director of WGIPPA is eligible for appointment as a Financial Examiner.



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Section 11.03 Complete financial statements for the previous fiscal year shall be prepared and submitted to the Financial Examiners at least twenty-one (21) days prior to the Annual General Meeting. These statements are to be reviewed by the Financial Examiners and a report prepared and presented to the Board of Directors for ratification and subsequently presented to the Rotarian Members for ratification at the Annual General Meeting.

### **Article XII. Amendment to the By-Laws**

Section 12.01 The by-laws of WGIPPA may be rescinded, altered, or added to by a special resolution at any Annual General Meeting, or Special General Meeting of WGIPPA at which a quorum is present.

Section 12.02 Members shall receive twenty-one (21) calendar days' notice of the General Meeting of WGIPPA during which the intention is to rescind, alter, or add to the by-laws, with such notice to be accompanied by a full copy of the proposed changes.

Section 12.03 An affirmative vote of seventy-five percent (75%) of the Rotarian Members present shall be required to rescind, alter, or add to the by-laws.

Section 12.04 Any and all amendments, deletions, or additions to these by-laws must be in harmony with the objectives of WGIPPA.

Section 12.05 WGIPPA is not adopting a society seal.

Section 12.06 WGIPPA shall conform to the applicable laws of the Province of Alberta, and the State of Montana.

### **Article XIII. Dissolution of the WGIPPA**

Section 13.01 Dissolution of WGIPPA shall be proposed by the Board of Directors only under one of the following two conditions:

- (a) Where WGIPPA is no longer financially viable and it has been deemed by the Board of Directors that financial viability will not be restored by ordinary means within a reasonable length of time.
- (b) When the objectives of WGIPPA are deemed to no longer be viable and it has been determined by the Board of Directors that there is no alternative that is appropriate.

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Section 13.02 At such time as the Board of Directors deems that continuance of WGIPPA is not possible under a condition stated in Section 13.01, the Board of Directors shall call an extraordinary Special General Meeting to consider a Resolution to Dissolve WGIPPA.

Section 13.03 Members shall receive twenty-one (21) calendar days written notice of the Special General Meeting during which the resolution to dissolve WGIPPA is to be considered. The Notice of Meeting shall state the reason for dissolution and the plan for distribution of remaining assets, if any.

Section 13.04 An affirmative vote of at least seventy-five percent (75%) of the Rotarians present shall be required to pass the Resolution to Dissolve WGIPPA.

Section 13.05 Voting rights may be exercised in person only.

Section 13.06 There shall be no distribution of capital or monetary assets to third parties having no legal claim on these assets until such time as all outstanding liabilities have been paid in full.

Section 13.07 Upon dissolution of WGIPPA any assets remaining after paying debts and liabilities are:

- (a) To be disbursed to Rotary International to support a program or project that is in harmony with the objectives of WGIPPA; or
- (b) To be transferred, in trust, to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group, or purpose approved by the appropriate authorities.

These by-laws shall come into effect at 12:00 am, September 15, 2019.

Signed by:

\_\_\_\_\_ President \_\_\_\_\_ Witness

\_\_\_\_\_ Secretary \_\_\_\_\_ Witness

Ratified by the Annual General Meeting of the WGIPPA on September 24<sup>th</sup>, 2019.

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\_\_\_\_\_ Rotarian \_\_\_\_\_ Witness

\_\_\_\_\_ Rotarian \_\_\_\_\_ Witness

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