

**BYLAWS
OF
CALGARY LOGISTICS COUNCIL**

Article I: NAME AND OBJECTIVES

1.1 Name

The name of this association shall be: Calgary Logistics Council.

1.2 Objectives

The Calgary Logistics Council is an association formed to champion the Calgary Region as a first class North American logistics hub, providing an active network of communication, information and education.

1.3 Definitions

“Association” shall mean Calgary Logistics Council.

“Board” shall mean the board of directors of Calgary Logistics Council.

“Bylaws” means these Bylaws, as amended from time to time.

“Chief Executive Officer” or “Manager” shall also mean the chief executive officer (CEO) of the Association.

“Director” shall mean a member of the Board.

“Meeting” means any special or general meeting of the Members and includes an Annual general Meeting

“Member” means a person referred to in Article 2.

“Member Representative” means an individual appointed by a Member pursuant to Article 2.

“Office” means the registered office of the Association for the time being.

“Person” includes an individual, a partnership and a corporation whether created incorporated or unincorporated.

“Register” means the register of Members of the Association from time to time.

Words in the singular include the plural and words in the plural include the singular. Words imparting male persons include female persons and corporations.

“Send”, “transmit” or “convey” in writing shall include postal, electronic, personal or telephone/fax means as determined by the Board.

“Audit” means a review engagement by an independent accounting firm

Article 2: MEMBERSHIP

2.1 Categories of membership

The Board shall have the authority to establish and revise categories of membership as required.

2.2 Categories

Government and Related Agencies - Shall be Members which are municipal, provincial and federal governments and/or related agencies thereof.

Manufacturing, Warehousing and Distribution - Shall be Members which are third party distribution providers and retailers, wholesalers and manufacturers providing their own distribution.

Learning Institutions - Shall be Members which are secondary or post-secondary learning institutions, the latter including universities, colleges and technical institutes.

Related Associations - Shall be Members which are associations, institutes and other like entities whose sphere of interest intersects with that of the Association.

Support Services Providers - Shall be Members which are software and technical service providers, international freight forwarders, custom brokers, consultants, industrial real estate agencies, developers and builders of industrial properties, lawyers, accountants, and other service firms, and, utilities and municipal infrastructure providers.

Transportation - Shall be Members which are rail carriers, highway carriers, air carriers, ocean carriers, as well as public infrastructure agencies, such as airport authorities and port authorities.

2.3 Eligibility for Membership

- a) Membership in the Association shall be available to individuals, a corporation or business or associations, whether incorporated or unincorporated, interested in furthering the objectives of the Association.
- b) Members of the Association shall assign representation to one person, also known as the Member Representative, who:
 - i. Is a resident of Canada and/or carrying on business in Canada;
 - ii. Is at least eighteen (18) years of age; and
 - iii. Ensure the Member has paid the membership dues set by the Board.

2.4 Membership Rules

- a) All person and representatives of a Member can attend Meetings of the Association.
- b) Each Member must appoint no more than one Member Representative.
- c) Member Representatives are entitled to one vote.
- d) Members in good standing who have belonged to the Association for a period not less than six (6) months can have a Member Representative eligible for nomination for election to the Board of Directors.
- e) Voting members in good standing are eligible to vote at member meetings. Voting may be in person or by proxy in accordance with the Societies Act.
- f) A member in good standing may resign by submitting a written resignation to the President. A resigned member may resume membership upon payment of current dues.
- g) A member whose conduct has been in the reasonable opinion of the Executive Committee, prejudicial to the Association or inconsistent with its objectives and bylaws may be removed from membership and any office by two thirds majority vote of the Executive Committee. The member shall be notified at least twenty-one days in advance of the vote as to the reason for removal, and will be given the opportunity to respond in person, in writing, or by an authorized representative, provided however that removal of members shall be at the Executive Committee's sole discretion.

Article 3: DUES

3.1 Membership Dues

Dues of all renewing members are payable according to a policy as established by the Board. They shall be paid to the CLC Administration Office if such is appointed by the Board or to the Calgary Logistics Council office. New members shall submit their dues with their membership application.

3.2 Dues of the Association

The amount of membership dues shall be established annually by the Board at least thirty days prior to becoming effective.

3.3 Failure to Pay Dues

A renewing member is granted a forty-five (45) day grace period to allow for payment of the current year dues and will remain in good standing for the grace period specified. Any member not paying dues within the grace period specified shall be removed from membership.

Article 4: FISCAL POLICY

4.1 Fiscal Year

The fiscal year of the Association shall be from May 1st to April 30th.

4.2 Statement of Dues

The Association shall send statements of dues to all members and inform members of their dues renewal prior to the end of their membership year.

4.3 Signing Authority

All agreements, contracts, cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issues in the name of the Association shall be signed by such Directors, Officer of Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board. Any one of the Directors, Officers or agents may endorse notes and drafts for collection on account of the Association through its bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Association by using the Association's rubber stamp for the purpose. Any one of the Directors, Officers or agents appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and releases or verification slips.

4.4 Corporate Borrowing

The Association is authorized to borrow from time to time. The total amount which may be borrowed at any one time under this bylaw shall be approved by the Board with the condition that all balances must be paid in full upon receipt of invoice.

Article 5: DIRECTORS

5.1 Board of Directors

The affairs of the Association shall be governed by a Board of Directors comprised between seven (7) and fifteen (15)

Directors. Up to six (6) Directors shall be elected by the members of the Association in each of the Member Categories consistent with Section 2.2; one (1) is automatically appointed (Immediate Past President); and up to eight (8) shall be elected from the membership at large of the Association.

The Nominating Committee may also appoint non-voting representatives from the provincial or federal government, or other organizations as they see fit.

The Immediate Past President is a voting member of the Board.

5.2 Eligibility

Each Member in good standing shall be eligible to be a member of the Board and if so appointed or elected, as the case may be, shall be represented by the Member Representative.

In addition, any person is eligible to be a Director of the Association who:

- a) Meets the eligibility requirements for membership in the Association set out in Article 2;
- b) Resides in the Province of Alberta;
- c) Is not an employee or contractor of the Association;
- d) Is otherwise legally competent to conduct business and enter contracts under the laws of Canada and its provinces.

5.3 Term of Office

Terms of office shall be three (3) years staggered on odd and even years so that one third (1/3) of the terms expire each year. No Director shall be eligible to serve more than three (3) consecutive terms except in the case of an Immediate Past President. A member who has served three (3) full consecutive terms shall not be eligible to serve again as a Director before the passing of one year unless that person becomes a member of the Executive Committee.

The length of service for an appointed Director is at the discretion of the President and the appointing body.

5.4 Election of Directors

Directors shall be elected by a majority of the Members in attendance at the annual general meeting of the Association.

The election of Directors shall be conducted by secret ballot. The candidate or candidates with the largest number of votes shall be deemed elected where the number of candidates exceeds the number of directors to be elected.

5.5 Nomination of Directors

Nominations for Director positions shall be submitted in writing to the Chair of the Nominating Committee at least 30 days in advance of the annual general meeting ("AGM") at which the election is to be held. The Chair of the Nominating Committee will provide the list of Nominees to the membership at least two weeks prior to the AGM. Nominations can also be taken from the floor of the AGM.

5.6 Vacancies

Any vacancy in a Director position during the term of that director position, however caused, may be filled by a majority vote of the remaining Directors so long as a quorum of Directors remains in office. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacant Director positions. A Director so elected shall remain in office for the remainder of the term of the vacancy filled.

The Directors shall not fill a vacancy occurring during the sixty (60) day period immediately preceding the annual general meeting.

5.7 Meetings

The Board shall meet at least four (4) times each year, one (1) of which meetings shall coincide with the annual general meeting. The Board may as an alternative to meetings in person, use teleconferencing or other electronic means such as video conference.

All meetings of the Board shall require the majority of voting Directors to be in attendance to constitute a quorum.

The Board shall endeavour to annually organize nine (9) Meetings and meetings of the Board.

5.8 Removal of a Director or Officer

A Director or officer shall automatically cease to hold office if:

- a) A resolution to that effect is passed by a two-thirds majority of the members of the Association voting at a meeting duly called for that purpose; or
- b) The Director or officer ceases to be eligible as a member under the terms of clause 5.02 of this by-law; or
- c) By resolution of the Board, where the member has missed five (5) consecutive meetings out of a total of nine (9) Meetings or meetings of the Board held annually September through May without cause and notice; or
- d) A member of the Board of Directors may be removed or suspended from the membership for conduct contrary to the purposes of the Association by a vote of seventy-five percent (75%) of the board of Directors, provided that written notice of the offending action and the right to appeal on his own behalf shall have been given to such Director twenty-one (21) days prior to such removal or suspension, provided however that removal or suspension of a director or officer shall be at the Board's sole discretion.

Directors not meeting the monthly meeting attendance requirement will be replaced by election by the Members at the annual general meeting.

5.9 Conflict of Interest

Where a Director, either on their own behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a Director, that person:

- a) Shall disclose his interest fully at a meeting of the Board or to one member of the Executive who will then disclose the interest of the Director on his behalf.
- b) Shall disclose his interest and the general nature thereof prior to any consideration of the matter in the meeting;
- c) Shall not take part in the discussion of or vote on any question in respect of the matter; and,
- d) Shall not in any way whether before, after or during the meeting influence the voting.

The pecuniary or personal interest, direct or indirect, of an immediate family member shall, if known to the Director, be deemed to be also the pecuniary interest of the Director.

Every declaration of conflict and the general nature thereof shall be recorded in the minutes of the meeting.

No Director shall be disqualified by reason of his office from contracting with the Association for the provision of

goods and services, nor shall any contract or arrangement entered into by or on behalf of the Association in which any Director shall be in any way interested be avoided, nor shall any Director, so contracting or being interested, be liable to the Association for any profit realized from any such contract or arrangement by reason of such Director holding that office, but the nature of the Director's interest must be disclosed in accordance with the terms and conditions identified in this section.

If a Director becomes interested in a contract or arrangement after it was made or entered into, the disclosure of his interest shall be made in accordance with the terms and conditions in this section.

5.10 Remuneration of Directors and Officers

The Directors and officers shall receive no remuneration for acting as such and no Director or officer shall directly or indirectly receive any profit from his position. Directors and officers may receive reasonable compensation for expenses incurred by them in the normal course of their duties.

5.11 Resignation of Directors

Directors who resign from the Board shall submit their resignation in writing personally, electronically, or by fax to the President. The resignation shall become effective upon receipt of the notice or if acceptable by the Board such later date as stated in the notice, not to exceed thirty (30) days after the date of notice.

Article 6: POWERS OF DIRECTORS

6.1 General and Specific Powers

The Directors, acting together in their capacity as a Board, shall have the authority to exercise any of the powers prescribed by the Societies Act, or by any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law and, without limiting the generality of the foregoing, shall have the following powers in particular: The Board of Directors shall have the power to manage, operate, and direct the affairs of the Association and shall report its activities to the Association at the annual general meeting.

6.2 Powers of Individual Directors

No individual Director shall have any authority to act on behalf of the Board with respect to agents or employees of the Association except as provided in this bylaw or by resolution of the Board. No individual Director shall have any authority to act on behalf of the Association with respect to the transaction of the affairs of the Association except as provided in this bylaw or by resolution of the Board.

6.3 Directors' Accountability

The Board and individual Directors represent the membership of the Calgary Logistics Council and are directly accountable to said membership. They also have a fiduciary duty to those who provide funds to the Association and to its staff for the sound administration of the Association. In addition, they have a general duty of trust to those served by the Association and to the general public.

Every Director of the Calgary Logistics Council shall exercise the powers and discharge the duties of his office honestly, in good faith and in the best interests of the Association, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

Article 7: OFFICERS AND DUTIES

7.1 Executive Officers

The President, Vice President, the Secretary and the Treasurer shall be elected by the members at the Annual General Meeting. Those executive officers, along with the Immediate Past President shall form the Association's Executive Committee.

7.2 President

The President shall, when present, preside as chairman at all meetings of the Association and the Board, generally oversee and supervise the business and governance of the Association including the passing of resolutions and other such duties as may from time to time be prescribed by the Board or that are otherwise incidental to this office.

The President shall provide an annual written review of the performance of the Association's central office and the Chief Executive Officer, with the assistance of the Board.

The President shall appoint Board committees and task forces in a timely manner, act and travel as the primary EDA Emissary and serve as ex-officio member of all standing committees of the Board.

7.3 Vice-President

The Vice-President shall, in the absence of the President, preside over meetings of the Association and of the Board and its Executive Committee and otherwise exercise all the powers and duties of the President..

7.4 Immediate Past President

The Immediate Past President facilitates officer transition. In addition, the Immediate Past President is responsible for:

- a) Advising the incoming President of carry-over issues that need action.
- b) Serving as a voting member of the Board.

7.5 Secretary

The Secretary shall be responsible for custody of the corporate seal; and records all Meetings, meetings of the Board and its Executive Committee; and such other duties as may from time to time be assigned by the Board.

7.6 Treasurer

The Treasurer shall be responsible for ensuring there is a full and accurate account of all receipts and disbursements of the Association in proper books of account.

The Treasurer shall be responsible to present regular financial reports to the Board of Directors and at the annual general meeting. The Treasurer shall also perform financial oversight through the adherence to the Board approved "Financial Oversight Policy".

7.07 Chief Executive Officer (CEO)

The Board may appoint a Chief Executive Officer to manage the affairs of the Association under the general

direction of the Board. The CEO shall hold office at the pleasure of the Board or until the person resigns the office.

The CEO shall be accountable to the Board through the Executive Committee for the proper and legal conduct of the business of the Association according to the policies from time to time established by the Board. They shall be responsible for the organization of the work of the Association and for the engagement, supervision, direction and discharge of all employed personnel in accordance with the policies from time to time established by the Board.

The CEO shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Board.

The CEO shall disburse the funds of the Association, taking proper vouchers therefore and shall render to the Board at regular meetings thereof or whenever required, an account of all such transactions and the financial position of the Association.

The CEO shall take, revise and distribute (within 14 days) the minutes of all Association Board meetings, and the minutes of the annual general meeting. They shall also be responsible for giving notices; signing of minutes; signing of membership certificates; and, such other duties as may from time to time be assigned by the Board.

Article 8: INDEMNIFICATION

8.01 Director Indemnification

Every Director and officer of the Association and their executors, administrators and estate shall be indemnified and saved harmless, out of the funds of the Association, from and against:

- a) All costs, charges and expenses whatsoever that the Director sustains or incurs with respect to any action, suit or proceeding which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, related to the execution, in good faith, of the duties of their office or in respect of any such liability;
- b) All other costs, charges and expenses which they sustain or incur in relation to the affairs of the Association, except such costs, charges or expenses as are occasioned by their own willful neglect or default. The Association shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Association.

Article 9: GENERAL GUIDE

9.1 Annual Meetings

The annual general meeting shall be held no later than one hundred twenty (120) days after the end of the fiscal year, and at a time and place designated by a previous annual general meeting, or failing this, by a motion of the Board.

Notice of an annual general meeting shall be transmitted to members in good standing at least twenty one (21) days prior to the meeting. A quorum for an annual general meeting of the Calgary Logistics Council shall be ten (10) members or a majority of Members, whichever shall be the less, in good standing, represented in person or by proxy, of which no more than ½ of eligible votes be proxies.

Voting privileges at Meetings shall be confined to the Members and the Member Representative only, who shall only be entitled to vote at a Meeting if they have paid all dues or fees, if any, then payable by them.

9.2 Special Meetings

Special meetings of the Association may be called by the Executive, or by ten (10) members in good standing, with 21 days' notice. A quorum for a Special Meeting of the Calgary Logistics Council shall be (10) members or a majority of Members, whichever shall be the less, in good standing, represented in person or by proxy, of which no more than ½ of eligible votes be proxies.

The Association shall transmit notice of Special Meetings to members in good standing, at least twenty one (21) days prior to the special meeting. The agenda for a Special Meeting shall only include items for which the meeting was called, provided additional agenda items may be added with the unanimous consent of the members present.

9.3 Books and Records

The books and records of the Association may be inspected by any member of the Association at the annual meeting, or at any time upon giving reasonable notice and arranging a time satisfactory to the office or officers having charge of same. Each member of the Board shall, at all times, have access to such books and records, which may be seen at a place designated by the Board.

9.4 Seal

The seal of the Association shall be in the custody of the Secretary and for the use of the Chief Executive Officer in matters approved by the Board of Directors.

9.5 Auditing

The books, accounts and records shall be audited at least once each year by a duly qualified 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 General Meeting of the society. The fiscal year end of the society in each year shall be December 31.

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 same. Each member of the Board shall at all times have access to such books and records.

Article 10: AMENDMENTS

10.1 Changing the By-laws

These by-laws may be rescinded, altered or added to only by "Special Resolution".

10.2 Special Resolutions

Special Resolution means a resolution passed at a meeting of which not less than 21 days' notice specifying the intention to process the resolution has been duly given, and by the vote of not less than 75% of those members attending in person or by proxy, of which no more than ½ of eligible votes be proxies.

Article 11: DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION

11.1 Dividends and Property Distribution

The Association does not pay any dividends or distribute its property among its Members or Directors.

11.2 Dissolution of the Association

If the Association is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization that has objects similar to those of the Calgary Logistics Council.

11.3 Member Selection of Recipient Organization on Dissolution

Members are to select the organization to receive the assets by special resolution. In no event do any Members or Directors receive any assets of the Association.

ARTICLE 12: HEADINGS

The headings used throughout these Articles are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions of any Article nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

Debated, voted on, and passed by the general membership on **INSERT DATE HERE**.

Corrie Banks, Chair

Jean-Marc Lacasse, Vice-Chair
