



CALGARY GLASS AND ARCHITECTURAL METALS ASSOCIATION

THE PURPOSE OF THE ASSOCIATION

1. To encourage, promote and support the advancement of the Glass and Architectural Metals industry and the efforts of all persons interested or engaged there in.
2. To encourage discussion amongst members of the Association on all matters pertaining to the industry and distribution of all information that can be useful to all members.
3. To encourage and assist the Apprenticeship Training Program.
4. To communicate with other Glass and Architectural Metal Associations to seek new ideas and improvements that can be beneficial to the industry.
5. To promote the safety of all workmen and others engaged in the operation of the industry.
6. To promote for the recreation of the members in the form of friendly discussions and suitable entertainment.

Revised – December 2016

CALGARY GLASS AND ARCHITECTURAL METALS ASSOCIATION

(Here in referred to as the Association)

BY-LAWS – NOVEMBER 1978

(And revisions up to and including December, 2016)

CLASSES OF MEMBERS

1. The membership of the Association shall consist of the following classes of members:

- a) **Active Members**
- b) **Associate Members**
- c) **Honorary Members**

2. The following or persons or corporations are eligible for membership in their respective classes:

ACTIVE (r 1989)

- a) A firm or corporation bidding material and/or labor to those firms or corporations actively engaged in bidding glass and metal glazing contracts.

ASSOCIATE (r 1989)

- b) ASSOCIATE MEMBERSHIP status will be accorded to those persons, firms or corporations that have a special interest in our Association or those who would benefit the Association by their presence. Voting privileges will be restricted to monetary items and social activities.

HONORARY (r 1989)

- c) HONORARY MEMBERSHIP may be bestowed by a majority of active members at any meeting, upon any person (firms/corporations cannot hold honorary membership status) in recognition of valuable services rendered by he/she to the Association to the industry. Honorary members are not entitled to vote at any meeting of the Association or on any question on which a ballot is demanded, nor shall he/she be capable of holding office as president, vice-president, secretary or treasurer. Such honored individuals are required to pay monthly meeting dues and social events fees only.

ADMISSION OF MEMBERS

- 3. Every applicant for Active or Associate Membership in the Association shall sign a form adopted and supplied by the Association and is sponsored by two Active Members, as described under 2.(a) above.
- 4. Every applicant for membership must be accompanied by the amount of the current annual membership fee.
- 5. The name of the candidate shall be brought by the Membership Committee before any regular monthly meeting of the Association and upon a motion by the Membership Committee Chairman the applicant will be accepted or rejected, if any applicant is rejected, the amount of the annual fee paid by the applicant shall be refunded to the applicant.

MEMBERSHIP FEES (r1989)

6. (a) The annual membership fee payable by Associate Members shall be 75% of the membership fee established for Active Members. Membership fees are to be fixed annually at the Annual General Meeting.

(b) Any other dues or assessments may be established at any other regular meetings.
7. The annual membership fee shall be paid yearly in advance, on or before the 31st of the month of January.

ABSENTEE OR NON-ACTIVE LIST

8. Any Active or Associate member may, for any reason which the Active members as described in 2.(a) above deems adequate, be placed on the Absentee or Non-Active list for a definite period, or indefinitely, and shall during such period pay such dues, if any, as may be determined. No member may on such Absentee or Non-Active list shall be entitled to vote at any meeting of the Association or to hold any office there under.

RETIREMENT OF MEMBERS

9. Any member not indebted to the Association shall be at liberty to withdraw from the Association on giving one month's previous notice in writing.

DEFAULT IN PAYMENT OF ANNUAL MEMBERSHIP FEES, ETC.

10. If any member shall fail to pay their annual membership fees or other assessments when due following that in which they become payable, the Treasurer shall be empowered to draw a sight draft. If same is not accepted, the Treasurer shall report same to any regular meeting of Active Members as described in 2.(a) above who may cause the name of such member to be removed from the list of members of the Association and they shall thereupon cease to be a member. The Active Members described in 2.(a) above nevertheless may reinstate such member upon receipt of an application accompanied by the amount of the outstanding indebtedness, plus any such reasons as they may consider satisfactory for such failure to pay.

SUSPENSION OR EXPULSION OF MEMBERS

11. (a) The Active Members described in 2.(a) above shall have the power to suspend or expel by motion at any regular meeting any member who may in their opinion be guilty of conduct detrimental to the interests of the Association, or who may have transgressed any of the rules, policy statements, resolutions or by-laws of the Association.

(b) A 75% majority of the members present at any regular meeting is required to carry the motion.

BORROWING POWERS

12. The borrowing power rests entirely with a majority vote of the Active and Associate Members described in 2.(a) and 2.(b) above and must be approved by motion at any regular meeting of the Association.

MEETINGS OF MEMBERS

13. A General Meeting of the Association shall be held once in every year and shall take the place of the November monthly meeting.
14. The above-mentioned General Meeting shall be called the Annual General Meeting.
15. The regular monthly meetings will be held on the 2nd Thursday of every month. The Executive Committee however, has the power under extenuating circumstances to alter this meeting date as required.

NOTICE OF MEETINGS AND MEETING FEES (r 1989)

16. (a) A fee will be charged for attending each regular monthly meeting to cover the costs of accommodations, refreshments, and meal. The amount of the fee will be set by the Active and Associate Members described under 2.(a) and 2.(b) above as necessary. Each member or member representative, under 2.(a), 2.(b) and 2.(c) above shall be responsible for remitting said fee at the beginning of each regular meeting. Each member under 2.(a), 2.(b) and 2.(c) above shall be responsible for remitting any fee resulting from an accompanying invited guest. If a member under 2.(a), 2.(b) and 2.(c) above has more than one representative attending, that member shall be responsible for remitting a fee for each individual in attendance. Invited guest speakers or guests invited by the Association shall have their fee paid by the Association.

(b) Notice in writing will be sent seven days at the least prior to the regular meeting, specifying the place, the day and the hour of any regular meeting. The same shall be deemed to have been received by a member two days following receiving advice in writing of the regular meetings to advise the originator of the letter two days prior to the meeting in order that cancellation of the provision for the individual at the meeting can take place. If cancellation is not received the member will be responsible for remitting the meeting fee.

PROCEDURE AT REGULAR MEETINGS

17. No business shall be transacted at any regular meeting unless a quorum is present when the meeting proceeds to business. The quorum shall consist of five Active members described under 2.(a) above if, within one half hour from the time appointed for the meeting a quorum is not present the meeting shall be dissolved and it shall stand adjourned to be reconvened at the discretion of the Executive at such time or place as they shall deem convenient.
18. The President, and in his absence the Vice-President, shall preside as chairman at every regular meeting of the Association. If the President and the Vice-President are not present within fifteen minutes after the time for holding the meeting, the members present shall choose someone of their own number to be chairman of the meeting. The chairman, with the consent of the meeting may adjourn the meeting upon a motion.

VOTING AT REGULAR MEETINGS (r2016)

19. Every Active member, Company, and or Subsidiaries described under 2.(a) above shall have one vote.
20. At all regular meetings of the Association any issues or motions shall be tabled until the next regular meeting so that the issue or motion can be communicated to the members in advance and to allow for proxy voting. At the subsequent regular meeting, the issue or motion shall be decided by a majority of the votes. All voting shall be open and by a show of hands except where a vote by ballot is demanded. At any regular meeting a ballot may be demanded on any question by the chairman of the meeting or by any five members present at the meeting and entitled to vote. In the case of an equality of votes at any regular meeting, the chairman shall be entitled to a casting or deciding vote.
21. Proxy voting - Issues or motions requiring a vote will be mentioned on the dinner meeting invite and a proxy form will be provided. If a company representative cannot attend the meeting, they can submit their proxy form to a member that will be present to cast a vote on their behalf.

EXECUTIVE OFFICERS (r2002) (r2008)

22. (a) The management and administration of the affairs of the Association shall be vested in the Executive Officers consisting of the President, First Vice-President, Director at Large, Secretary, Treasurer, Past President, Safety Chairman, Social Events Chairman and Representative to the Calgary Construction Association.

(b) The Executive Officers shall be elected at the Annual General Meeting as hereinafter provided and shall form the "Executive Committee".

(c) Every Active and Associate member, Company, described under 2.(a) and 2.(b) above, shall be limited to two Executive Officers of the "Executive Committee", unless, at the time of elections at the Annual General Meeting, an Executive Officer position has zero nominations and all means to attract a nomination from another Active or Associate member, Company, described under 2.(a) and 2.(b) above (which currently hold zero or one Executive Officer positions) has been exhausted.

(d) The "Executive Committee" shall meet monthly on the 1st Thursday of every month. The "Executive Committee" however, has the power under extenuating circumstances to alter this meeting date as required.

POWERS OF EXECUTIVE COMMITTEE

23. The Executive Committee may do all acts and exercise all the powers conferred on or held by the Association except such as are required by these by-laws or by statute to be exercised or done by the Association in regular monthly meetings.

DUTIES OF OFFICERS

24. (a) **President:** (1 year term)

The President shall serve as Chairman of both Executive meetings should they be held as well as the Chairman of regular meetings. He shall serve also as a member, ex officio, with the right to vote on all committees except the Nominating Committee. He shall make all required appointments of standing and special committees and trustees with the approval of the Active Members under 2.(a) above. At the Annual General Meeting of the Association and at such times as he shall deem proper, the President shall communicate to the members such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Association. He shall perform such other duties as are necessary incident to the office of President or as may be prescribed by the Active Members described under 2.(a) above.

(b) **First Vice-President:** (1 year term) (r2008)

The first Vice-President shall act as Chairman on any occasion where a Chairman is required and the President unable to present himself. The First Vice-President shall perform the duties of the President in the event of his inability to serve. The First Vice-President shall serve on the Executive Committee and assist in any duties as required. The First Vice-President shall be elected annually at the Annual General Meeting as provided hereafter under "elections of officers".

(c) **Director at Large:** (1 year term) (r2008)

The Director at Large duties and portfolio shall be at the discretion of the Executive committee, and shall be elected annually at the Annual General Meeting as provided for hereafter under "Election of Officers".

(d) Past President:

The Past President shall provide continuity remaining as a member of the Executive Committee for 1 year.

(e) Treasurer: (2 year term) (r 1993)

The Treasurer shall collect all membership fees and/or assessments; shall have established proper accounting procedures for the handling of the Association's funds and shall be responsible for keeping of such funds in such banks, trust companies and/or investments as are approved by the Active Members in 2.(a) and 2.(b) above. He shall report on the financial condition of the Association at all regular meetings and at all other times when called upon by the President. At the end of each fiscal year, as Treasurer, he shall prepare an Annual Report, which shall be audited by any two Members described as Active Members in 2.(a) above. The report shall be called the Annual Financial Report and shall be presented at each Annual General Meeting of the Association. At the expiration of his term of office, he shall deliver over to his successor all books, money and other property in his charge, or, in the absence of a successor, he shall deliver such properties to the President. The Treasurer shall see that accurate records are kept of all members and their payment of annual membership fees.

(f) Secretary: (1 year term)

The Secretary shall be responsible for recording the minutes of each meeting, as well as the Annual General Meeting of the Association. He shall be responsible for the proper and legal mailing of any notices to members and shall perform such duties as may be specified by the members. The Secretary shall ensure that copies of minutes from all meetings are mailed to all members. The Secretary shall be responsible for the retention and filing of all permanent records and correspondence and documents.

(g) Calgary Construction Association Representative: (2 year term)

- (i) The Representative or his Deputy shall represent the Association to the Calgary Construction Association and will be responsible for bringing all pertinent matters related to the Calgary Construction Association or its affiliates to the attention of the Association.
- (ii) As Association representative he will act as chairman for any committee formed to represent the Association at the Calgary Construction Association.
- (iii) The representative shall act in accordance with policies and guide lines determined as and when required by the Active Members of the Association.
- (iv) The representative or his deputy shall report monthly at the Association meetings.

(h) Safety Chairman (1 year term) (r2002)

- (i) The Chairman or their deputy will represent the Association to the Alberta Construction Safety Association and will be responsible for bringing all pertinent matter related to Alberta Construction Safety Association or its affiliates to the attention of the Association.
- (ii) As Association representative, he/she will act as chair person for any committee formed to represent the Association at the Alberta Construction Safety Association or it's affiliates
- (iii) The representative shall act in accordance with the policies and guidelines determined as and when required by the Active member of the Association.

- (iv) The representative or their deputy shall report monthly at the regular monthly meetings.
- (v) The representative or their deputy will bring new and pertinent matters to the Association with respect to Occupational Health and Safety and/or The Workers Compensation Board, from time to time.

(j) **Social Events Chairman** (1 year term) (r2002)

- (i) The representative or their deputy shall be responsible for organizing the accommodations and meal selection for the regular monthly meetings.
- (ii) The Chairman and/or their deputy(ies) shall be responsible for organizing the Association's Annual Golf Tournament, The Association's Christmas Social Gathering and/or other "Special Events" as determined by the Active and Associates members as described under 2.(a) and 2.(b) above.
- (iii) The Chairman or their deputy shall be responsible for running the 50/50 draw at the regular monthly meeting and appropriating the funds to the winner and to the Treasurer.
- (iv) The representative or their deputy shall report monthly at the regular monthly meetings.

ELECTION OF OFFICERS

24. (a) The President shall appoint a Nominating Committee of not less than (3) Active Members as described under 2.(a) above. This appointment shall be made not less than one month prior to the annual General Meeting.
- (b) The Nominating Committee will select one of its members Chairman who will preside over the Election of Officers at the Annual General Meeting.
- (c) Coincident with the appointment in 24.(b) above nominations will be declared open and will remain so until closed by motion at the Annual General Meeting.
- (d) The election of Executive Officers shall take place at the Annual General Meeting and shall be accomplished by a secret ballot of those members present.

COMMITTEES OF THE ASSOCIATION (r2002)

25. (i) Committees shall be formed as required by motion at any regular Meeting of the Association.
- (ii) The motion must contain the name of the Committee Chairman and Committee Members.
- (iii) The Committee Chairman or their deputy shall attend the monthly "Executive Committee" meetings.
- (iv) The Committee Chairman shall report at the regular monthly meetings.

EXECUTION OF DOCUMENTS

26. The execution of all documents and the signing of all cheques in connection with the administration of the Association shall be done by such persons and in such manner as the Active Members under 2.(a) above may from time to time determine. Until otherwise determined, all cheques shall be signed by any two of the following: President, Treasurer, or Vice-President.

RESIGNATION AND REMOVAL OF EXECUTIVE OFFICERS

27. If any officer during the course of his term of office is unable to attend his duties, or resigns, or is otherwise removed from office, any Active Member as designated 2.(a) above in good standing may be appointed by motion at any regular monthly meeting to fill the vacancy until the next Annual General Meeting.
28. Any Executive Officer shall ipso facto vacate office:
- (a) if he or the firm of corporation in which he is an Executive Officer or partner becomes bankrupt or insolvent or assigns for the benefits of or compounds with his creditors;
 - (b) If he becomes lunatic or have unsound mind;
 - (c) If by note in writing he resigns office;
 - (d) If he is removed from office by an Extra-ordinary resolution of the Association.

ARBITRATION

29. Business matters in dispute between any members of the Association and others who are not members, or between themselves, may be referred in writing to the Executive Officers with a request for arbitration. The Executive Officers shall consider the matter and endeavor to bring about arbitration of the matter in dispute in the following manner: Each party of the dispute shall select one member of a Board of Arbitration and the Executive Officers shall select a third, such third arbitrator to have a practical knowledge of the trade or subject affected by the question in dispute and will act as Chairman. The parties to the application shall sign an undertaking to abide by the finding of the Board of Arbitration and the matter shall be heard and dealt with in the usual legal manner by the Board of Arbitrators whose decision shall be final and binding upon all parties to the reference.

AUDITORS

30. The Auditors may be appointed by the Association at the Annual General Meeting and may hold office until the next Annual General Meeting. The Auditors shall make a report to the Association to be made available at the Annual General Meeting by the Treasurer. The Auditors report shall substantiate the accuracy of the books and accounts and the general state of the Association finances.

RECORDS

31. The books and accounts of the Association shall always be open to inspection by any Executive Officer and by motion by any Active Member under 2.(a) above at any regular monthly meeting.

SEAL

32. The Seal shall not be attached to any documents unless with the sanction of a resolution of the Executive Officers, and in presence of the President, and at least one other Executive Officer.

AMENDMENTS OF BY-LAWS

33. These By-Laws may be rescinded, altered or added to by Extra-ordinary Resolution passed by a majority of not less than three-fourths of such Active Members under 2.(a) above entitled to vote as are present in person at the Annual General Meeting of which notice specifying the intention to propose the resolution as an Extra-ordinary Resolution has been duly given at least fifteen (15) days prior to said meeting.