

BYLAWS
of the
WESTERN CANADA FEDERATION
of
COSMOPOLITAN INTERNATIONAL, INC.

Ratified and Adopted

At the Federation Convention in

Winnipeg, Manitoba
October 1977

Amended at the
Regina Convention
October 1983

Amended at the
Moose Jaw Convention
October 1989

Amended at the
Saskatoon Convention
May 1995

Amended at the
Saskatoon, Yellowhead Convention
May 2001

Amended at the
St. Albert Convention
May 2017

Amended at the
Regina Convention
October 2021

ARTICLE I. NAME

Cosmopolitan International, Inc. consists of Cosmopolitan International clubs, which have been accepted by the Board and chartered in the manner provided in the bylaws and which continue to comply with the Restated Articles of Incorporation and Bylaws as adopted or amended. Any club, Federation, or auxiliary unit, and any elective or appointive officer may have its charter or membership suspended or revoked as provided in the bylaws. Every club of Cosmopolitan International, Inc. shall belong to a Federation of Cosmopolitan Clubs.

The name of this organization shall be “Western Canada Federation of Cosmopolitan International, Inc.”

ARTICLE II. PLACE OF BUSINESS

The business office of the Federation shall be in the city where the elected Secretary resides, unless otherwise designated by the Federation Board.

ARTICLE III. CREATION

This Federation is a unit that was created in accordance with the rules and regulations set forth in the Reinstated Article of Incorporation and Bylaws of Cosmopolitan International, Inc.

ARTICLE IV. JURISDICTION

This Federation shall have jurisdiction over those Clubs now or henceforth chartered under Cosmopolitan International, Inc. throughout the provinces of Manitoba, Saskatchewan, Alberta and British Columbia, as well as the Yukon, Nunavut, and Northwest Territories: provided, however, that in some cases a Club may be too distant from other Clubs in the Federation to make such affiliation practical, in which event the International Board may waive affiliation for the Club.

ARTICLE V. GOVERNING BODY

This Federation shall be governed by the Bylaws as may be amended from time to time, except insofar as the same may be in conflict with the Restated Articles of incorporation and Bylaws of Cosmopolitan International, Inc. as amended.

ARTICLE VI. POWER

The Powers of this Federation shall be:

- A. Through its proper departments, to have and exercise legislative, judicial and executive powers.
- B. To direct, manage, supervise and control the business, property and funds of this Federation.
- C. To assist in organising Clubs within its jurisdiction which shall automatically become a unit of the Federation and subject to its Restated Articles of Incorporation and Bylaws.

ARTICLE VII. OBJECTS, AIMS AND PURPOSES

The general objects, aims and purposes of this Federation are to further the interest of Cosmopolitan International, Inc., by promoting a cordial and harmonious relationship between Member Clubs in this Federation for their general welfare. It will also have its members adhere to high business, professional and social standards and to conduct themselves as to reflect credit upon their Club, Federation and Cosmopolitan International, Inc.

The mission of Cosmopolitan International, Inc and the Western Canada Federation is to contribute to community well-being through charitable donations and volunteer service with special emphasis on supporting efforts to prevent and find a cure for diabetes.

Cosmopolitan Diabetes Foundation Canada Inc. - The Cosmopolitan Diabetes Foundation Canada Inc. is a foundation which qualifies as a tax-exempt organization under Canada Law. The foundation operates separately from the Federation but is an integral part of the Federation in terms of the Federation mission to support diabetes and diabetes research.

ARTICLE VIII. MEMBERSHIP

All members in good standing of all Cosmopolitan Clubs in good standing, within the jurisdiction of this Federation, shall be members of this Federation through the membership of their Club.

Cosmopolitan membership in this federation is open by invitation to all persons regardless of race, color, religion, sex, national origin, age, disability, or any other characteristic protected by law. This policy of non-discrimination applies to all programs and activities including employment conducted by the Western Canada Federation.

Any member of a club may forfeit his/her membership and rights in this federation:

- (a) Who fails, neglects, or refuses to pay any dues, fines, assessments, or comply with any other legal demand or regulation of his/her club for thirty (30) days from the date when requested to do so, unless the Board of managers grants a further extension;
- or,

- (b) Who, after becoming a member, engages in an immoral, disreputable, or unlawful occupation, or conduct; or,
- (c) Who, after becoming a member, is convicted of a felony by a court of competent authority.

A corporation or other entity may become a Corporate Member of Cosmopolitan International, Inc through an approval process established by the local club and as set forth in the Bylaws of Cosmopolitan International, Inc.

ARTICLE IX. FEDERATION REQUIREMENTS DEFINED BY CI

The Western Canada Federation is governed by and complies with all Cosmopolitan International, Inc. bylaws, rules and regulations including but not limited to the following:

- A. shall hold an annual convention at a time and place designated by the Board of trustees of such federation
- B. shall adopt bylaws not inconsistent with the Restated Articles of Incorporation and Bylaws of Cosmopolitan International, Inc. and shall incorporate therein a section dealing with the removal of any Federation officer for misconduct as set forth in Article XI, Section 13. Enforcement of said section will be the responsibility of the Federation.
- C. shall be entitled to one delegate at the Annual Convention of Cosmopolitan International, Inc. The delegate for the Western Canada Federation is the Governor of the Western Canada Federation or his/her designate.
- D. Within thirty (30) days of the close of any convention or of any meeting of the Board of Trustees of the Federation, the Western Canada Federation secretary shall make a report of the proceedings of said meeting and forward the same to Cosmopolitan International, Inc.
- E. shall have the power to levy dues upon its membership, but no federation dues shall be due Cosmopolitan International, Inc.
- F. The chief executive officer of each Federation shall be the Federation Governor. The Western Canada Federation Governor is expected to attend all International Board meetings and to assist the International Board to communicate, promote, and accomplish the goals of Cosmopolitan International. He/she is also to provide assistance to the Executive Director in coordinating and planning any International Board meetings held within his/her Federation.
- G. The Western Canada Federation Governor will incorporate all Cosmopolitan International goals and projects into the Federation's goals and projects, and they will encourage all officers and members within their Federation to participate in all activities of the Federation and Cosmopolitan International. Federation Governors are the primary link for communication and accountability between the International Board and the members of their Federation.

The Western Canada Federation officers including but not limited to a Governor, Governor-Elect and an appropriate number of lieutenant governors, shall be elected for a one (1) year term at the Annual Federation Meeting as established by Federation bylaws. The term of office of each Federation officer shall begin on the last day of the International convention following his/her election and he/she shall serve until the last day of the next International convention or until his/her successor shall have been elected or appointed and shall have taken office. The term of office of all International, Federation and club officers shall coincide with this Section

ARTICLE X. MEETING

The Federation Governor (or designate) shall preside at each of the following meetings:

- A. A regular Federation Convention shall be convened and held annually in such a place and under the auspices of such host Club as may be chosen two years in advance by the Convention. In the event a regular convention shall fail to act to select a place and host Club for a convention two years in advance, the Federation Board may arrange for and convene an annual convention or select a host Club for such a purpose. In the event a convention cannot be convened in a physical location or place the Board may choose to use online audio and video conference meeting tools
- B. A regular mid-term board meeting shall be held annually as prescribed by the Bylaws of this Federation.
- C. The Governor may, or Secretary shall, by request of a majority of the members of the Federation Board, call extra sessions of the said Board: such sessions shall have the same powers as provided in regular meetings, provided ten (10) days written or electronic notice is given to the Secretary of each Club in the Federation, notifying all eligible Board members of intended session.
- D. The Governor may, at their discretion, call extra meetings (via conference call or electronic methods) with WCF Elective Officers for communication purposes to discuss or handle ongoing or upcoming matters, duties, regular updates or other. If these meetings result in a decision that requires approval by the WCF Board and/or membership approval, said items will be communicated per requirements set forth in this constitution and bylaws.
- E. Meetings of Clubs, Club Committees and WCF Officer or WCF Committee Meetings

It is preferable for clubs and club committees to hold regular meetings in person. If, however, due to extenuating circumstances, and/or if agreed upon by the members or the appropriate authority, meetings may be held electronically. This also applies to regular ongoing meetings held by the Western Canada Federation officers and/or related committees.

Electronic Meetings or Attendance at Meetings Electronically. All meetings of a club, club committee or WC Officers or WCF committees may be conducted electronically, or

attended electronically by some or all of the members, via an Internet or other connection to a device that transmits and receives both an audio and visual signal. Such a connection must provide the conditions and opportunity for simultaneous aural and visual communications so that all participating members can simultaneously hear and see each other, so that it is equivalent to being physically present at the place of the meeting. Members attending electronically shall be considered "present" for attendance, quorum and voting purposes. The notice of an electronic meeting must include the date and time of the meeting and an adequate description of how to participate in the electronic meeting. It will be the responsibility of the member wishing to attend the meeting electronically to have the equipment and software required for such participation. Electronic meetings shall be conducted pursuant to the Cosmopolitan International Bylaws and the Western Canada Federation Bylaws and Robert's Rules of Order, as if the members attending electronically were physically present. A member attending the meeting electronically may submit a written motion via email to the other members in attendance.

ARTICLE XI. FEDERATION BOARD

A. There shall be in existence at all times a Federation Board endowed with full authority to properly carry out the objects, aims, purposes and exercise the powers of the Federation.

The Federation Officers shall consist of:

- a) Governor
- b) Governor-Elect
- c) Three (3) Lt. Governors
- d) Secretary
- e) Treasurer
- f) Judge Advocate
- g) Immediate Past Governor

The Federation Board shall consist of:

- a) Federation Officers as identified above
- b) Federation Board of Trustees shall be the President of each WCF club
- c) Ex-Officio, all past Governors who served in this office

B. Each Officer and member of the Federation Board shall be a member in good standing with Cosmopolitan International. Should this member or their Club be

disqualified or suspended, then this office shall automatically become vacant and filled according to Bylaws attached hereto.

C. Except as provided in paragraphs XI.E, XI .F, XI.G and XI.H hereof, all Officers shall be elected at the Annual Meeting and serve for the ensuing year and until their successors have been duly elected and installed.

D. No one shall be elected and hold the office of Governor or Governor-Elect unless they have at some time prior thereto served a local Club as its President for a full term.

E. The Federation Board of Trustees shall be composed of the President of each club in the Federation or their designated alternate.

F. If an elective office is vacated during the part of the Federation year which follows the Federation Convention but on or before the Mid-term Board Meeting, the Governor or Governor-Elect may call a by-election, whereupon the nominating committee will nominate at least one candidate for the office and a by-election will be held at the Mid-term Board Meeting.

G. If an elective office is vacated during the part of the Federation year which follows the Mid-term Board Meeting, the Federation Board may fill the office by appointment of a qualified member to complete the year.

H. If an Officer or committee chairperson is not in attendance at a convention or meeting of the Federation or its Board, the Governor or Governor-Elect may appoint a member to act in their place for the duration of the convention or meeting.

I. Any Federation Officer may be removed from their position for conduct that tends to injure the good name of the Cosmopolitan organisation, disturb its well being or hamper it in its work. Allegations of misconduct shall be brought to the attention of the Governor, who shall appoint a three-man committee to make a confidential investigation thereof. If such allegations are against the Governor, the same shall be brought to the attention of the Governor-Elect, who shall appoint the investigation committee. The committee, whether appointed by the Governor or Governor-Elect shall consist of the Judge Advocate, as chairman, and the trustees of two Clubs of which the accused is not a member. If the committee decides further actions are necessary, it shall prefer charges against the accused and a formal hearing shall be held before the full Federation Board sitting in executive session. The accused shall be permitted to call witnesses and to cross-examine the witnesses called against him. After hearing all the evidence, the Board shall, if it finds the accused guilty by a two thirds (2/3) majority vote, remove them from their position. The accused may be represented by legal counsel.

ARTICLE XII. AMENDMENTS TO BYLAWS

Amendments to this Constitution shall be made only at a Convention of the Federation by a two-thirds (2/3) majority vote of the delegates present and voting.

Any proposed amendment may be received by the Secretary not less than sixty (60) days prior to the date of the Convention. The Secretary shall send a copy of all proposed amendments to the Secretary of each local Club not later than thirty (30) days prior to the date of the Convention; provided, however, that by the unanimous consent of all Delegates present and voting, the amendment may be adopted without compliance with the foregoing provisions.

ARTICLE XIII. EMERGENCY

In any period of Proclaimed National Emergency, the Federation Board, by a majority vote, shall have the right to declare that a state of emergency does exist, and shall have power and authority to manage, control and regulate the affairs of the Federation during such emergency, notwithstanding provisions in the Constitution and Bylaws to the contrary.

ARTICLE XIV. INVALIDITY

In the event that any Court of competent jurisdiction shall hold that any part of this Constitution or any amendments hereinafter, or the Bylaws hereinafter adopted or any amendment thereto, shall be invalid for any reason, such ruling shall apply to the

Contested provision and shall not affect the remaining portion of the Constitution or Bylaws then in full force and effect.

Article XV. ELECTION, OFFICERS, POWERS, DUTIES

Section 1: ELECTION

a) In any election of Federation Officers, a majority vote of the Convention shall be required for their election. Nominations shall be made through a nominating committee as provided for by the Constitution and Bylaws; however, nominations may be made from the floor of the Convention.

b) Each newly-elected Governor shall attend the International Convention having appointed all the Federation chairman as provided for in the Newly-Elected Federation Officer Report with as many as possible of the Federation goals established.

c) **INSTALLATION OF FEDERATION GOVERNORS AND CLUB PRESIDENTS –**
All Federation Governors and Club Presidents will be installed at the International Convention following their election.

Section 2: FEDERATION OFFICERS AND DUTIES

A) The GOVERNOR shall preside at all meetings of the Federation Board. The Governor shall be the Chief Executive Officer of the Federation, and shall have general supervision of its welfare during their term of office. They shall appoint committees and designate their chairperson. They shall have full authority to attend and represent the Federation at any Annual Convention of Cosmopolitan International, Inc. held while they are in office.

B) The GOVERNOR-ELECT shall assist the Governor in all duties. The Governor-Elect shall act in all events where the Governor is unavailable. If the Governor-Elect shall have held office for the full year following election to that office at the previous Convention, he/she shall be acclaimed elected to the office of Governor provided that such acclamation is not overturned by majority vote of the delegates present and voting. In the event that such acclamation is overturned, the Nominating Committee may accept nominations for the office in the same fashion as for other Officers. To be eligible for nomination as Governor or Governor-Elect, a nominee shall have served a member Club as its President for a full term.

C) Three LT. GOVERNORS shall assist the Governor and the Governor-Elect.

i. The nominating Committee shall present the names of no fewer than three (3) members for the office of Lt. Governor. In the event that more than three members are nominated to the office of Lt. Governor, the three members receiving the most votes by secret ballot from the floor of the Convention shall be declared elected. Each voting delegate shall be entitled to vote for no more than three (3) nominees.

ii. In the event that three (3) nominees for the office of Lt. Governor are not available at the Convention, the vacant offices may be filled by subsequent nominations from member Clubs to the Federation Board and the member elected shall receive a majority of affirmative votes from the members of the Board before appointment to fill the vacancy.

D) The SECRETARY shall keep a thorough and accurate record of all proceedings of the Federation and send a copy of same to the elected Federation Board members and each member Club within thirty (30) days and perform other duties as are usual to the office, or may be designated by the Governor, or a convention. It shall be the duty of any outgoing Secretary to turn over and deliver to their successor in office, within thirty (30) days from the date of election of such successor, all records pertaining to their office and in their possession.

E) The TREASURER shall be in charge of all finances of the Federation. They shall receive all monies due the Federation, making a deposit thereof promptly in a bank designated by the Federation Board. They shall keep duplicate deposit slips showing all the income and make a true and complete record of the same. They shall render a Financial Statement for each member annual and mid-term meeting of the Federation Board showing the financial status of the Federation. When disbursements shall be made, all cheques shall be signed by the Treasurer and also be signed by the Governor, or by the Secretary. It shall be the duty of any outgoing Treasurer to turn over and deliver to their successor in office within thirty (30) days from the date of election of the successor, all records in their possession pertaining to this office.

The Federation Board shall have power to authorise other Officers to act in the above capacity at its discretion. The Treasurer shall keep a complete record of receipts and disbursements, and shall cause same to be open for inspection of the Audit Committee at all reasonable times and said records shall be posted up so that an audit can be completed by the Committee sixty (60) days or at a minimum 30 days prior to the Annual Federation Convention.

The Treasurer is responsible for devising ways and means for obtaining, maintaining and preserving proper and adequate finances for the Federation, preparing an annual budget and shall perform such administrative duties as may be assigned to it by the Federation Board. The Treasurer shall also make an annual report at the Convention of the Federation and such other reports and at such intervals as the Federation Board shall direct. At the request of the Treasurer and/or the Board, a Finance Committee may be formed to assist with the above and/or for a special purpose as defined by the Governor or Board.

F) The JUDGE ADVOCATE shall have jurisdiction in all matters concerning changes or amendments to the Federation Bylaws, and rule on all procedures in meetings other than Conventions; assist and advise all member Clubs, and generally represent the Federation. They shall hear and rule on complaints as submitted and their decision shall be final, unless overruled by the International Judge Advocate, on proper written appeal, as provided in the International Constitution and Bylaws.

G) TRUSTEES. The Federation Board of Trustees shall be declared as the President of each club or their designated alternate as communicated to the WCF Secretary.

H): The IMMEDIATE PAST GOVERNOR shall aid in all Federation matters, including the opening and closing of the Annual Meeting and Convention. He/she shall be a member of the Federation Board.

I): CHAPLAIN, SERGEANT AT ARMS, SONG LEADER, etc. shall be appointed by the Governor and each shall serve in his/her respective capacity at Conventions.]

Section 3: BOARD MEETINGS

A. The Federation Board may transact business by correspondence through the Secretary, provided fifteen (15) days shall be allowed for return of votes to the Secretary and a majority of the Federation Board voting by mail shall be considered a quorum. If necessary, electronic voting may also take place reference item e and f.

B. At any regular meeting of the Federation Board, a majority of the elected members shall constitute a quorum. At any meeting of the Federation Board, they may fix the time and place for their next Meeting. In the event such time and place is not fixed and a meeting becomes necessary to serve the best interests of the Federation, the Governor shall have the right to name the time and place by giving three (3) weeks notice in writing to the Officers and all Federation Board members,

C. All duly elected Federation Officers, chosen at a Convention, and the Immediate Past Governor who, while holding office, are in attendance at any regularly called meeting of the Federation Board accepting the meetings of the Board held at the Annual Meeting, shall be entitled to be reimbursed by the Federation for their reasonable out-of-pocket expenses.

D. At a Federation Board meeting only those Officers listed under the heading Federation Board in paragraph 1 of the Constitution of this Federation shall be entitled to vote.

E. Notwithstanding the above, the WCF Officers and/or WCF Board may conduct business via electronic means. If an option for an electronic vote is the best method for a specific vote and provided proper security and confidentiality is maintained, and appropriate notice is sent to all eligible voters this is an acceptable voting method.

Electronic Meetings or Attendance at Meetings Electronically. All meetings of a club, club committee or WCF Officers or WCF committees OR WCF CONVENTIONS may be conducted electronically, or attended electronically by some or all of the members, via an Internet or other connection to a device that transmits and receives both an audio and visual signal. Such a connection must provide the conditions and opportunity for simultaneous aural and visual communications so that all participating members can simultaneously hear and see each other, so that it is equivalent to being physically present at the place of the meeting. Members attending electronically shall be considered "present" for attendance, quorum and voting purposes. The notice of an electronic meeting must include the date and time of the meeting and an adequate description of how to participate in the electronic meeting. It will be the responsibility of the member wishing to attend the meeting electronically to have the equipment and software required for such participation. Electronic meetings shall be conducted

pursuant to the Cosmopolitan International Bylaws and the Western Canada Federation Bylaws and Robert's Rules of Order, as if the members attending electronically were physically present. A member attending the meeting electronically may submit a written motion via email to the other members in attendance.

Section 4: TERM OF OFFICE

The normal term of office for the Governor, Governor-Elect is one year. The Lt. Governors normally serve for three years with varying duties and one year as Governor-Elect. The normal term for the Secretary, Treasurer, and Judge-Advocate is five years. Regardless of the normal term, all said officials must be elected or re-elected each year at the annual convention. No Federation Officer shall hold the same office for more than five (5) consecutive years. If, however, there are extenuating reasons and provided the majority of voting delegates approve such at the Annual Meeting, a term or normal term can be extended for a specified period of time.

ARTICLE XVI. STANDING COMMITTEES

SECTION 1. COMMITTEE MEMBERSHIP

a) Every Standing Committee shall have not less than three nor more than five members unless otherwise provided. Standing Committees shall serve during the term of one Convention year. Standing Committees shall be appointed by the Governor and/or as stated below.

SECTION 2. REGULAR STANDING COMMITTEES

The Standing Committees shall be:

A) Audit Committee: This committee shall consist of three members, and it shall make an annual review of the treasurer's records. An audit of all books, records, accounts, asset liabilities and property in the hands of the treasurer and/or Finance Committee, shall take place as soon after the fiscal year ends April 30th and within 30 days before the Annual Meeting, and shall duly report the result of such audit at such convention. The committee may also, if they deem necessary, audit all WCF books, records or property in the hands of any other Officer of the Federation, at a minimum 30 days before the Annual Meeting, and shall duly report the result of such audit at such convention.

When, at the discretion of the Audit Committee, it is deemed necessary and advisable to engage the service of a chartered or certified public accountant, this committee may do so with the approval of the Federation Board. This Committee shall also perform such administrative duties as are assigned to it by the Federation Board.

B) Convention Committee: This Committee shall be composed of host club members determined by the host club and the Lt. Governor in charge of Conventions. The Lt. Governor shall maintain liaison with the host club and provide assistance as required or requested. They shall have the responsibility for the preparation of the Annual Convention or Mid-term Convention in co-operation with the Governor and WCF BOARD. It shall consist of the host Club in drafting and giving publicity to the official programs, in promoting attendance, and in all other matters in connection with the Convention not specifically assigned to any other committee. (REFERENCE CONVENTION BYLAW INFORMATION)

C) Finance Committee: This committee consists of three members appointed by the Governor and the Secretary and Treasurer shall be ex-officio members. At the request of the Treasurer and/or the Board, this Committee will assist with devising ways and means for obtaining, maintaining and preserving proper and adequate finances for the Federation, preparing an annual budget and shall perform such administrative duties as may be assigned to it by the Federation Board. The Treasurer and/or the Committee (if required) shall also make an Annual Report at the Annual Meeting of the Federation and such other reports and at such intervals as the Federation Board shall direct. As requested, or required for a specific reason, a Finance Committee will be established. The objective or the purpose of the committee shall be defined by WCF Officers and/or board and the reporting mechanism or outcome of the committee will be identified.

D) Nominating Committee: The Past Governor is responsible for the nominations for the prospective candidates. If assistance is required, he/she may appoint members from up to 3 other separate clubs to assist with the process. The Past Governor shall ensure that the prospective candidates are members in good standing and that the potential Governor or Governor-Elect have served at least one full term as President of their club. The prospective candidate must also have given their written or verbal consent. Further nominations may be made from the floor providing the potential candidate has given their written or verbal consent

STANDING COMMITTEES (INVOKED AS REQUIRED)

By request and/or appointment of the Governor, the Board or the membership and as appointed by the Governor, the following committees will be established if required.

E) Aims and Objectives Committee: It shall be the duty of this Committee to develop, throughout the Federation and its subdivisions, a wider and fuller understanding of the aims and objectives of the Federation and a knowledge of its history, scope and organisation, to define Federation principles and to prepare suggestions as to the practical application of these principles, and publish and circulate same with the approval of the Federation Board.

F) Constitution and Bylaws Committee: This Committee shall consist of three to five members, one of whom shall be the Judge Advocate, who shall act as chairperson of

this Committee. It shall assist the Federation Board in interpreting the Constitution and Bylaws of Cosmopolitan International, Inc and the Constitution and Bylaws of the Federation and local Clubs, and make recommendations to the Federation with reference to the application, enforcement or amendment of the provisions of these documents.

Other committees may be established from time to time to address various items. Any such committees will be established by the Governor, Board and/or members. The committee structure, term, and purpose will be defined by the Governor. If it is not a Standing Committee but one which has been established for a specific purpose, the committee will report their work to the WCF Board. The WCF Board will take required action dependent on the purpose and mandate of the committee. If a new Standing Committee is necessary, an amendment to the bylaws is required.

ARTICLE XVII. FINANCES

Section 1: BUDGET

a. The Annual Budget shall be prepared by the Treasurer and/or Finance Committee and be submitted to the Federation Officers for review and/or revision prior to submission at the Annual Meeting. In preparing the budget, per capita dues shall not exceed the average membership statistics from the previous three full years. No budget may project expenditures greater than projected revenues (revenue may include any current surplus providing it is in compliance with the existing bylaws).

b. The Federation Officers shall, by majority vote, have the authority at any properly called Officers meeting or by phone conference or email with a vote confirmed in writing to authorize unexpected but necessary expenditures that were not authorized through the Annual Budget approval process.

c. Actual surpluses that result due to more income than expenditures in a fiscal year will carry forward to the following fiscal year. If there is a significant amount available as surplus and it is not currently invested in a GIC, the Treasurer may make a recommendation in the budget submission for further investment in a GIC. The amount identified for investment must be approved by the voting delegates. At no time shall the surplus be less than \$7,500 without further review of the existing bylaws and regulations related to the surplus.

d. The existing surplus along with any future surpluses, notwithstanding the above, will be used as follows:

i. It shall be used in the first instance to balance the budget if necessary.

ii. Secondly, the surplus will be used for club building, new clubs, and club promotion. The WCF Officers shall have the authority to authorize such expenditures provided at least two-thirds (2/3) of the Officers approve the expenditure.

Section 2: DUES

A) Per capita dues are levied by local Clubs upon their members

B) Active members of the Armed Forces are exempt from paying per capita dues. Annual per capita dues are approved at the Annual Meeting by the voting delegates. The Finance Committee identifies a need to increase fees and forwards this information to the Board. The Board reviews the Financial Statement along with projected expenses and income and then forwards the recommendation for an increase in fees to the delegates for a vote at the next Convention meeting.

C) Dues shall be paid to the Western Canada Federation on a semi-annual basis based on the invoice received from the Treasurer. Dues are due within 30 days of issue of said invoice.

D) Membership dues shall pay for the financial obligations set out in this Constitution and the bylaws as well as the approved expenditures presented in the annual budget. If a deviation from the approved Annual Budget is required, it must be brought to the attention of the WCF Board for determination as to whether or not the change and/or expenditure will be or can be approved.

E) Should any club fail to transmit the dues or membership fees; or any other monies due from the club to the Western Canada Federation within a period of six (6) months after such date when same is due and payable, then, in the event, the club, may be suspended from the Federation by action of the Board. The club shall remain suspended until and unless the Board shall reinstate the club and restore its charter upon terms and conditions as the Board may prescribe.

ARTICLE XVIII. CONVENTIONS

For purposes of this bylaw, conventions are defined as the Annual Convention and the Midterm Convention.

Section I - CONVENTION COMMITTEES

A. Convention Committee

Every Convention committee shall consist of not less than three nor more than five members as defined by the hosting club. The Lt. Governor in charge of Conventions is also a part of this committee for consultation and support as required. The Convention committee shall serve during the term of the Convention for which they are hosting and until their duties are completed and their reports properly submitted and acted upon. The Convention Committee shall incorporate an educational component at each convention. The host club may request that the WCF Officers assist with this aspect of the convention. The Convention Committee shall ensure that the following committees are established and the responsibilities duly carried out:

B. Credentials:

This committee is composed of host club individuals or individuals assigned by the host club. This committee shall pass upon the credentials of all delegates and alternates to any convention of the Federation. All certificates of delegates or alternates must have

been identified to the Credentials Committee to entitle the representatives to participate in the proceedings of such convention. No delegate shall act except when they appear in person or are present at the electronic meeting, but the members of a Club present at the convention may elect from their members and alternate to take the place of an absent delegate from the said Club.

C. Rules Committee: This Committee is composed of the Sgt. At Arms appointed by the Governor. They shall determine and enforce the rules of procedure and the conduct of business at conventions. The Judge Advocate shall be an ex-officio member of this committee.

D. Resolutions Committee: All resolutions presented by delegates for consideration at any convention shall, before being acted upon or discussed, be submitted to the Resolutions Committee for consideration, recommendation or approval, with the exception of those resolutions presented from the floor and accepted by the Chairman that will not add or distract from this Constitution and Bylaws. Debates on resolutions shall not be in order until they have been reported on by the Resolutions Committee. This Committee may also initiate and present for adoption its own resolutions, provided however, that disapproval of any resolution by the Committee shall not prevent said resolution from being considered by the Convention.

Section 2. Convention Finances & Financial Obligations

1) The Host Clubs of the Mid Term and Annual Conventions shall prepare a comprehensive preliminary budget based on historical/anticipated attendance, meals/meeting room costs and anticipated activities. The Host Club shall circulate the preliminary budget for the Mid Term at the Annual Convention and the preliminary budget for the Annual Convention at the Mid Term Meeting to the Federation Officers for approval or amendment. The Governor shall communicate the Federation's confirmation of the budget to the Convention Chairman within one week of receiving the budget documents.

As a result of this shared responsibility:

* the Federation will underwrite 50% of any shortfalls

OR

* the Federation will share in 50% of any profits

If the Host Club however, feels strongly about going ahead with a questionable budget item or spends money on non-budget items, the Host Club would be 100% responsible for any loss as a result of the expenditure for that item.

The Host Club shall have the option of opting out of federation supervision and assistance financially, however, the host club accepts full responsibility for any convention loss or surplus.

This option must be communicated to the Federation Lt. Governor in charge of Conventions in writing or via e-mail notification in lieu of presenting a Preliminary Budget.

2) Registration refunds shall only be given if the request is made seven (7) days or more prior to the convention.

3) The Host Club shall submit a Post Convention Audit and Report to the Federation Governor and Treasurer and the results are to be provided in the Federation Treasurer's Report at the following Board Meeting.

4) The Host Club along with the support of the Lt. Governor is responsible for the following Protocol Budget Items:

a) The Governor

☛ The registration and regular room costs at the Mid-term and Annual Conventions. The Governor shall communicate with the Host Club if he/she wishes to upgrade to a suite and reimburse the Host Club the difference in cost. The spouse/guest is responsible for paying his/her own registration costs.

☛ A small gift (i.e., bottle of wine, flowers) in the room to welcome the outgoing Governor and spouse/guest at the Annual Convention only.

b) The Governor-Elect:

* The registration and regular room costs at the Annual Convention only. The Governor-Elect shall communicate with the Host Club if he/she wishes to upgrade to a suite and reimburse the Host Club the difference in cost. The spouse/guest is responsible for paying his/her own registration costs.

* A small gift in the room to welcome the incoming Governor and spouse/guest at the Annual Convention only.

c) The Representative from Cosmopolitan International:

* The Room and registration costs of the International Representative and spouse/guest at both the Mid-term and Annual Conventions.

* A small gift in the room to welcome the official International Representative and spouse/guest.

* If there is further representation by International, only the Official Representative and spouse/guest will have registration and room costs paid by the Host Club.

* Other reasonable hotel charges, such as meals, local phone calls, valet services, etc. will be reimbursed for the Official Representative and spouse/guest.

*

5) Annual Convention Program Options:

a) Teen/Children's' Program:

A Teen/Children's Program may be organized at the discretion of the host club provided there is sufficient interest, demand, and/or knowledge that there will be sufficient registrations to make it a financially viable program option. It shall be organized if 8 or more registrations for teens/children have been paid at least six weeks before the convention.

6) Fundraising at Conventions:

Convention Fundraiser Raffle / Silent Auction:

The Host Club may conduct a Convention Raffle / Silent Auction to help offset the cost of the Convention. The sale of individual club raffle tickets is prohibited. This applies to both the Mid-term and Annual Convention

ARTICLE IXX. RULES OF PROCEDURE

Section 1: All delegates to the Federation Convention shall be members in good standing in their respective Clubs. The Club delegate shall be duly elected by their clubs as delegates to the convention and the said club member should identify that they are a delegate upon submission of the registration form for the convention. Each local Club President, or their designate, shall submit a list of names or email of such delegates, together with a certified statement indicating that all of said delegates are members in good standing, with dues paid. This statement shall be presented to the Credentials Committee at the opening of the Convention.

Section 2: Each Club in good standing shall be entitled to one (1) delegate for each ten (10) members or major fraction thereof, to represent them at any convention of the Federation, including active, associate, reserve and life members, but excluding honorary and social members, based on the membership of the Club on the preceding June 30. The President, or designate, of each Club shall certify the names of the delegates and their alternates to the Credentials Committee upon the opening of the Convention, stating that they are in good standing and with full voting capacity.

Section 3: If any delegate is unable to attend, their alternate shall automatically become the delegate, and the Club shall have the right to elect another alternate at any time prior to the Convention.

Section 4: All current Federation Officers and Past Governors, shall be entitled to one (1) vote, provided however, that none of the above designated persons shall be a delegate from any Club.

Section 5: Except insofar as provided by the foregoing Constitution and these Bylaws, the proceedings and meetings of any Convention or meetings of the Federation Board shall be governed by Robert's Rules of Order.

Section 6: Every Governor for the convention of the Federation may adopt as its order of business and rules of procedure any or all recommendations of the Convention Committee, or the Rules Committee, or both but in the event no such recommendations

are made or adopted, the order of business and rules of procedure shall be such as herein and in the Bylaws, so prescribed.

- a) Opening Ceremonies
- b) Appointment of Convention Committee
- c) Official Roll Call
- d) Report of Credentials Committee and Rules Committee
- e) Report of Nominations Committee
- f) Adoption of Amendments to Constitution or Bylaws
- g) Reports of Officers
- h) Reports of Standing Committees
- i) Unfinished Business
- j) Nominations
- k) Report of Resolutions Committee
- l) Election of Officers
- m) Installation of Officers
- n) New Business
- o) Good of Organisation
- p) Adjournment

ARTICLE XX AMENDMENT TO BYLAWS

Amendments to these bylaws shall be made only at a convention of the Federation by a majority vote of the delegates. Any proposed amendment must be received by the Federation Secretary not less than sixty (60) days prior to the date of the convention. The Federation Secretary shall send a copy of all proposed amendments to the secretary of each club not later than thirty (30) days prior to the date of the convention; provided, however, that by a vote of not less than fifty percent (50%) of all delegates present and voting, any amendment may be adopted without compliance with the foregoing provision.

Emergency

In any period of Proclaimed National Emergency, the Federation Board, by a majority vote, shall have the right to declare that a state of emergency does exist, and shall have the power and authority to manage, control and regulate the affairs of the Federation during such emergency, notwithstanding provisions in the Constitution and Bylaws to the contrary.

INVALIDITY

In the event that any Court of competent jurisdiction shall that any part of this Constitution or any amendments hereinafter, or the Bylaws hereinafter adopted or any amended thereto, shall be invalid for any reason, such ruling shall apply to the contested provision and shall not affect the remaining portion of the Constitution or Bylaws then in full force and effect.