

Calgary Tesla Society – Bylaws

1. ORGANIZATION STRUCTURE:

1.1. **BOARD OF DIRECTORS:** Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society.

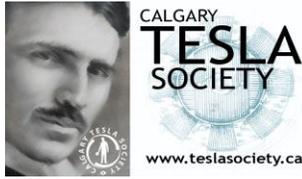
1.2. The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society, and meetings of the Board shall be held as often as may be required, but at least once every 2 months, and shall be called by the President. A special Board meeting may be called on the instructions of any two Board members provided they request the President in writing to call such meetings, and state the business to be brought before the meeting. Meetings of the Board shall be called by seven (7) days' notice in writing, mailed or emailed to each member, or by three (3) days' notice by fax or telephone. Any five members of the Board shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

1.3. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.

1.4. Any director or officer, upon a majority vote of all voting members in good standing, may be removed from office for any cause which the society may deem reasonable.

1.5. **PRESIDENT:** The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the society and of the Board. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

1.6. **SECRETARY:** It shall be the duty of the secretary to attend all meetings of the society and of the Board. He/she shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by



such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.

1.7. The Secretary shall also keep a record of all the members of the society and their addresses, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

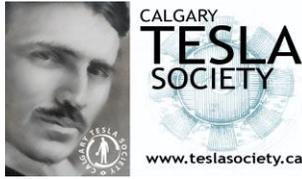
1.8. **TREASURER:** The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the society. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

1.9. **MARKETING AND PUBLIC RELATIONS:** The Marketing and Public relation director is responsible for handling all aspects of planned marketing, publicity campaigns and PR activities like dealing with enquiries from the public, the press, and related organizations; websites and social media; sponsorships and supporting government's grants; membership relations.

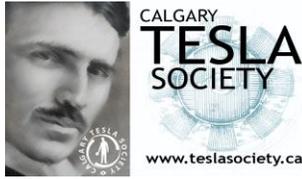
2.0. **COMMUNITY OUTREACH:** The Community Outreach director is responsible to organize presentations about Tesla's work and life and to work and lobby for the implementation information about Nikola Tesla and his work into Calgary school's curriculum. To maintain the Tesla Award to help young and talented researchers in Calgary as well as to inspire young people to think big and selflessly.

2.1. **COMMEMORATION INITIATIVES:** The Commemoration Initiatives director is responsible to organize initiate and support all Tesla public commemoration artifacts and commemorative events like Nikola Tesla Day official proclamations, Nikola Tesla public commemorative monuments and plaques, Nikola Tesla museum displays and exhibits, naming public streets and locations after Nikola Tesla. The director supports activity for Nikola Tesla Day Proclamation cosigned with *Nikola Tesla Historical Society of Alberta* on 10th July of 2018 in Edmonton.

2. MEMBERSHIP:



- 2.1. Membership fee, if any, in the society shall be determined, from time to time, by the Board of Directors at any regular or special meeting.
- 2.2. Any person being of the full age of 18 years, may become a member by signing and submitting the society membership form and upon payment of the fee, if there is any.
- 2.3. Membership fee, if any, covers one year starting each year on March 1 and ending on last day of February the following year. Membership fee is determined by the Board.
- 2.4. All voting, non-voting and honorary members in good standing are entitled to preferred membership prices and other benefits, not available to general public, for the programs and events organized and conducted by the society.
- 2.5. It is considered that a member is in good standing when he/she has no outstanding dues to the society.
- 2.6. The members of the society are: a) Voting members b) Non-voting members c) Honorary members
 - 2.6.1. All persons being of the full age of 18 years are eligible to become voting members.
 - 2.6.1.1. Voting members are expected to actively engage in the process of voting and decision making for the benefit of the society.
 - 2.6.2. All persons being of the full age of 18 years are eligible to become non-voting members.
 - 2.6.2.1. Non-voting members are not eligible to vote, but are eligible to attend any or all of the society's member meetings, as well as the Annual General Meeting, if they choose to do so.
 - 2.6.3. Any individual whose contribution to the society has been deemed by the Board as being highly beneficial and/or outstanding is eligible to receive the title of an honorary member.
 - 2.6.3.1. Honorary members are not eligible to vote, but are eligible to attend any or all of the society's member meetings, as well as the Annual General Meeting if they choose to do so. Honorary members are not obligated to pay membership fee.
- 2.7. Membership will terminate: When a member states in writing that he/she does not want to be a member any more. Membership withdrawal is in effect two weeks after the written request for termination had been received by the Board Secretary. Once withdrawn, member has no continuing obligations except for existing personal debts to the society.
- 2.8. Membership will be revoked if a member, voting, non-voting or honorary: a) is convicted of a criminal act b) fails to pay membership dues, if any, within a month of registering as a member of the society c) tarnishes the reputation of the society by behaving inappropriately at society's programs and/or events d) bullies or threatens other members or program/event participants e) physically or verbally abuses directors, members, and/or program/event participants Decision for dismissing is made by the Board at any Board meeting by majority of votes and a member, who is subject to dismissal, is informed about said decision in writing.



2.9. Membership of voting members may be suspended if a voting member does not actively engage in the process of voting and decision making that results in disruption of society's activities and operations.

3. AUDITING:

3.1. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society. The fiscal year end of the society in each year shall be December 31.

3.2. The books and records of the society may be inspected by any member of the society at the Annual Meeting or at anytime 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.

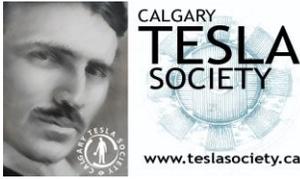
3.3 The books and records be approved by the Board at next AGM after every fiscal year by Treasurer special report.

4. MEETINGS:

4.1. ANNUAL GENERAL MEETING (AGM): The society shall hold an annual meeting on or before last day of February each year.

4.1.1. Notice of the meeting shall be in writing to the last known address of each member and delivered in the mail and/or by email twenty eight (28) days prior to the date of the meeting.

4.1.2. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary/Treasurer), and three directors. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the discretion of the Board given that the nominee receives majority of the votes during a regular or a special Board meeting. Any member in good standing shall be eligible to any office in the society.



4.1.3. Other agenda topics, if any, of which the members are notified prior to the meeting, will be determined and added by the Board.

4.1.4. Voting members of the society can suggest other specific agenda topics that will be considered only if the motion to include them in the agenda is submitted to the Board in writing before the meeting is called.

4.2. **GENEREAL MEETINGS:** General meetings of the society may be called at any time upon the instructions of the President or Board.

4.2.1. Notice of the meeting shall be in writing to the last known address of each member, delivered in the mail and/or email fourteen (14) days prior to the date of the meeting or sooner.

4.2.2. Agenda topics for this meeting is determined and added by the Board and sent out to the members prior to the meeting.

4.3. **SPECIAL MEETING:** A special meeting shall be called by the Board when there is an urgent matter to address or by the President or Secretary upon receipt of a petition signed by one-third of the voting members in good standing, setting forth the reasons for calling such meeting.

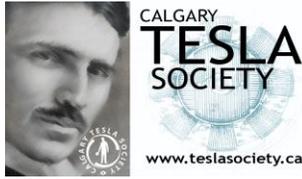
4.3.1. Notice of the meeting shall be in writing to the last known address of each member and delivered in the mail and/or by email seven (7) days prior to the date of the meeting.

4.3.2. Detailed agenda for this meeting shall be submitted to the Board by the persons calling for the meeting and sent out to the members prior to the meeting. No other matters except for those listed on the agenda will be addressed at this meeting.

5. QUORUM:

6.1. 15% of voting members in good standing shall constitute a quorum at any meeting. In the event that less than the required number of voting members is present, they shall not be empowered to conduct any business for the Society, but shall have the authority to adjourn the meeting for a minimum of one (1) hour. In the event that after the adjournment a majority of voting members as described is still not present, the meeting may reconvene and those voting members actually present shall constitute the quorum for the transaction of the business of the Society that comes before it.

6. VOTING:



6.1. Voting at any meeting shall be a show of hands. However, any two (2) delegates may demand that a secret ballot be taken.

6.2. Any voting member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the society.

6.2.1. Each member in good standing with the Society has one (1) vote.

6.2.2. A majority of the votes of the voting members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

6.3. VOTING BY PROXY: In such cases where the issues and resolutions to be voted on have been identified and sent out to all the members prior to the meeting, voting members that are entitled to vote in person are also permitted to vote by means of a proxy. A proxy entitles the person who is appointed by the voting member of the society, as the nominee of the member to attend and act at the meeting in the manner to the extent, and with the power, conferred by the proxy.

6.3.1. All voting by proxy shall be on a written form accepted and approved by the Board of Directors, and proxies shall be registered before the start of the meeting.

6.3.2. No one person shall be entitled to hold more than three (3) proxies at a meeting.

6.4. VOTING IN WRITING OR BY E-MAIL: In such cases where the issues and resolutions to be voted on have been identified and sent out to all the members prior to the meeting, voting members that are entitled to vote in person are also permitted to vote in writing or by means of an-email.

6.4.1. Voting in writing or by email will be conducted in such manner that all voting members will receive a ballot, either in electronic or paper format that clearly states the issue at hand and lists the voting options. When filling out the ballot, members must make sure that they put their name and/or their member number on it. Ballots can be then emailed or sent by the regular mail or handed in in person to the Board prior to the meeting.

6.4.2. All votes received in writing or by e-mail and approved by the Board shall be registered before the start of the meeting

7. REMUNERATION:

7.1. Unless authorized at any meeting and after notice for same shall have been given, no officer, director, or member of the society shall receive any remuneration for his/her services

8. BORROWING POWERS:

8.1. For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit.

8.1.1. Board of Directors has authority to decide to borrow amounts to up \$2,000.00 CAD.

8.1.2. Borrowing amounts higher than \$2,000.00 CAD must get approval of the majority of the voting members of the society.

8.1.3. Borrowing by issuing debentures must get approval of the voting members of the society by having a special resolution regarding this matter passed by a 75% majority.

9. BYLAWS:

The Bylaws may be rescinded, altered or added to by a “Special Resolution” in accordance with 1(d) of the Societies Act:

(d) “special resolution” means

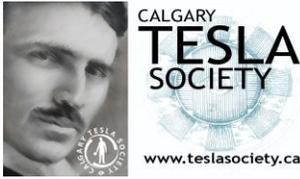
(i) a resolution passed

(A) at a general meeting of which not less than 28 days’ notice specifying the intention to propose the resolution has been duly given, and

(B) by the vote of not less than 51% of those members who, if entitled to do so, vote in person or by proxy,

(ii) a resolution proposed and passed as a special resolution at a general meeting of which less than 28 days’ notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or

(iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.



10. DISSOLUTION:

10.1. Decision of dissolution of the society is made by the Board with prior agreement with majority of voting members at a special meeting scheduled for the sole purpose of deciding on the termination of the society. Once the decision has been made official the President of the Board is responsible for informing the authorities within 15 days.

10.2. In the case of dissolution:

10.2.1. The entire inventory of the society is to be donated to Edmonton's Nikola Tesla Historical Society of Alberta.

10.2.2. All the monetary and gaming proceeds of the society remaining after paying debts and liabilities are to be:

- i. disbursed to Edmonton's Nikola Tesla Historical Society of Alberta.; or
- ii. transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a Edmonton's Nikola Tesla Historical Society of Alberta or purpose approved by the Board.
- iii. in case that Edmonton's Nikola Tesla Historical Society of Alberta is not incorporated at the moment of the society dissolution, beneficiary is Nikola Tesla Museum in Belgrade, Serbia.