

**BY-LAWS OF THE
BUDDHIST TEMPLE OF SOUTHERN ALBERTA**

1. INTERPRETATION

1.1 In these By-Laws, unless the context otherwise requires:

- (a) **“BOARD”** means the board of directors of the Temple;
- (b) **“DIRECTOR(S)”** means a director of the Board;
- (c) **“EXECUTIVE COMMITTEE”** means a committee comprised of the officers of the Temple from time to time, including the President, Immediate Past President, Vice-President, Secretary and Treasurer;
- (d) **“MEMBER(S)”** means a member or members in good standing of the Temple. A Member shall be considered in good standing when his membership dues are paid regularly. Membership is open to the general public and is not restricted by gender, age or ethnic, racial or cultural background (*amended 25May08*);
- (e) **“OFFICERS”** means the officers appointed by the Board;
- (f) **“SPECIAL RESOLUTION”** means a resolution passed:
 - (i) at an annual meeting or special general meeting of which not less than 15 days notice specified in the intention to propose the resolution has been duly given; and
 - (ii) by the vote of not less than 66 2/3% of those Members who, if entitled to do so, vote in favor of the resolution;
- (g) **“TEMPLE”** means the Buddhist Temple of Southern Alberta.
- (h) **“PARTIES”** means the founding temples and subsequent temples joining the Temple (*amended 25May08*).
- (i) **“AMALGAMATON”** means the Memorandum of Understanding signed by the Parties to form the Temple (*amended 25May08*).

2. PURPOSE AND OBJECTIVES

2.1 The purpose and objectives of the Temple shall be to give members and interested people an opportunity to:

- (a) learn about and further their understanding of the Jodo Shinshu Teaching of Amida Buddha;
- (b) participate in Temple activities; and
- (c) promote the propagation of Jodo Shinshu Teachings.

2.2 The Temple shall have such other objectives as the Board may from time to time determine.

3. AFFILIATION

3.1 The Temple shall be affiliated with the Buddhist Churches of Canada.

4. MEMBERSHIP

4.1 Only Members shall have the right to vote at annual meetings and special general meetings of the Temple.

4.2 A Member may, on 48 hours written notice to the President, inspect the financial records of the Temple.

5. MEMBERSHIP DUES

5.1 Membership dues shall be determined by the Members at the annual meeting of the Temple. The annual membership dues shall be recommended to the annual meeting by the Executive Committee.

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6. HEAD OFFICE

6.1 The head office of the Temple shall be in the City of Lethbridge, in the Province of Alberta. (*amended 25may08*)

7. DIRECTORS

7.1 The property and business of the Temple shall be managed by the Board. The Board shall consist of not less than 3 and not more than 12 Members, elected from the membership, of whom a simple majority shall constitute a quorum.

7.2 Directors must be Members, with power under law to contract.

7.3 Directors shall be elected for a term of either one year or two years by the Members at

the annual meeting of the Members.

- 7.4 The office of Director shall be automatically vacated:
- (a) If the Director resigns his office by delivering a written resignation to the Secretary of the Temple;
 - (b) If he becomes incompetent as certified by 2 doctors;
 - (c) If he becomes bankrupt or suspends payment with his creditors;
 - (d) If at a special general meeting of the Members a resolution is passed by two-thirds (2/3) of the Members present that he be removed from office;
 - (e) On death;
 - (f) If he ceases to be a Member of the Temple.

Provided that if any vacancy shall occur for any reason in this Section 7.4, the Board by majority vote, may, by appointment, fill the vacancy with a Member of the Temple.

- 7.5 Meetings of the Board may be held at any time and place to be determined by the Directors provided that 48 hours written notice of such meeting shall be given to each Director. Notice by mail shall be sent at least 7 days prior to the meeting. A Director may, in writing, authorize that notice may be sent to him by electronic communication. The Board shall hold at least four (4) meetings per year. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Director is authorized to exercise one (1) vote.
- 7.6 If all the Directors consent thereto generally, or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as may permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.
- 7.7 A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.
- 7.8 The Directors may waive notice of any meeting of the Board.
- 7.9 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Director from serving the Temple as an officer or in any other capacity and receiving compensation therefor.

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- 7.10 The President, with the approval of the Board may establish such committees as shall be deemed necessary for the Temple. All committee members shall be appointed by the Board and shall be subject to removal by it. Each committee shall be responsible to the Board and the duties of each committee shall be determined by the Board. The Board shall appoint a chairman for each committee. The committee shall meet as required at the call of the chairman of such committee.

8. EXECUTIVE COMMITTEE

- 8.1 The members of the Executive Committee shall be appointed by the Board at the first meeting of the Board following the annual meeting of Members in which the Directors are elected or appointed.
- 8.2 A simple majority of the members of the Executive Committee shall constitute a quorum.
- 8.3 The Board may appoint such Officers of the Board as they deem appropriate, in their sole discretion.
- 8.4 The Officers of the Temple shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board at any time.

9. DUTIES OF OFFICERS

- 9.1 The President shall preside at all meetings of the Temple and of the Board. He shall have the general and active management of the affairs of the Temple. He shall see that all orders

and resolutions of the Board are carried into effect.

- 9.2 The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as shall from time to time be imposed upon him by the Board.
- 9.3 The Secretary may be empowered by the Board, upon resolution of the Board, to carry on the affairs of the Temple generally under the supervision of the Officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the Members and of the Board and shall perform such other duties as may be prescribed by the Board or President, under whose supervision he shall be. He shall be custodian of the seal of the Temple, which he shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.
- 9.4 The Treasurer shall have custody of the funds and securities of the Temple and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Temple in the books belonging to the Temple and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Temple in such chartered bank or trust company, or in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. He shall disburse the funds of the Temple as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Temple. He shall also perform such other duties as may from time to time be directed by the Board.
- 9.5 Duties of all other Officers of the Temple shall be such as the terms of their engagement call for or the Board requires of them.

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10. MEETINGS

- 10.1 An annual meeting of the Members shall be held at least once each year at the discretion of the Executive Committee.
- 10.2 Special general meetings of the Members shall be held at the discretion of the Executive Committee.
- 10.3 Five (5%) percent of the Members shall constitute a quorum at any meeting of the Members.
- 10.4 At least 15 days written notice shall be given to the Members prior to the date of the annual meeting and at least 7 days written notice shall be given prior to the date of any special general meeting.
- 10.5 Written notice of the meetings described in 10.4 shall be given to each Member at the address of the Member according to the records of the Temple by means of an announcement in the Temple newsletter (The Hikari and its electronic equivalent, the e-Hikari) distributed either by post or by electronic communication. **(amended 06Mar11)**
- 10.6 For special general meetings, the notice shall remind the Members that they have the right to vote by proxy.

11. VOTING

- 11.1 Any Member who has not withdrawn from membership shall have the right to vote at any meeting of the Members of the Temple. Such votes shall be made in person at annual meetings. For special general meetings, a Member may, by means of a written proxy, appoint a proxy holder to attend and act in the manner and to the extent authorized by the proxy. A proxy holder must be a Member.

12. MINUTES

- 12.1 Minutes shall be kept of all meetings of the Board, the Executive Committee and any meeting

of the Members.

13. REMUNERATION

- 13.1 No Director, Officer or Member shall receive any remuneration for his services. Directors, Officers and Members may be reimbursed for out of pocket expenses provided that the Executive Committee has pre-authorized such expenses. *(amended 25May08)*

14. BANKING AND SIGNING OFFICERS

- 14.1 The signing officers of the Temple shall be any 2 of the President, Immediate Past President, Vice-President, Secretary or Treasurer, or such other person approved by the Board.
- 14.2 The signing officers shall have authority on behalf of the Temple to draw cheques, to sign, make and accept bills of exchange, promissory notes and other negotiable and transferable instruments, or other contract documents or instruments in writing.
- 14.3 No monies shall be withdrawn from any bank account except by cheque or draft signed by of the approved signing officers.

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15. BORROWING POWERS

- 15.1 For the purposes of carrying out its objects, the Temple may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of a Special Resolution of the Members of the Temple, and in no case shall debentures be issued without the sanction of a Special Resolution of the Members.

16. AMENDMENTS

- 16.1 The by-laws may be enacted, amended or repealed at an annual meeting or special general meeting of the Members by Special Resolution.
- 16.2 Notice of a resolution to enact, amend or repeal by-laws shall be given to each Member by means of such notice published in the Temple newsletter distributed either by post or by electronic communication at least 15 days prior to the date of the annual or special general meeting to consider such resolution. *(amended 06Mar11)*

17. INDEMNIFICATION

- 17.1 The BTSA will be seized of and will hold and possess all the property, rights and undertaking and be subject to all debts, liabilities, duties and obligations of each of the Parties *(amended 25May08)*.
- 17.2 All rights of creditors to obtain payment of their claims and all the property of the Parties liable for such claims and all liens upon the property, rights and interests of the Parties will be unimpaired by the Amalgamation *(amended 25May08)*.
- 17.3 All debts, liabilities, duties and obligations and the contracts of each of the Parties will, from the date of the Amalgamation, attach to the BTSA and may be enforced against it to the same extent as if the debts, liabilities and obligations and contracts had been incurred or contracted by it *(amended 25May08)*.
- 17.4 No action or proceeding against any of the Parties will abate or be affected by the Amalgamation, but for all purposes of such action or proceeding each of the Parties may be deemed still to exist or the BTSA may be substituted in such action or proceeding in the place of the Parties *(amended 25May08)*.

18. FINANCIAL YEAR END

- 18.1 Unless otherwise decided by the Board, the fiscal year end of the Temple shall be December 31st.

19. FINANCIAL REVIEW

- 19.1 The books, accounts and records of the Temple shall be reviewed at least once each year by a duly qualified accountant or by two Members of the Temple appointed for that purpose at

the annual meeting (*amended 25May08*).

20. GENDER

20.1 The masculine gender used in this Agreement shall be read as the feminine gender, as may be required.

21. DISSOLUTION

a. Upon dissolution of the Buddhist Temple of Southern Alberta any assets remaining after paying debts and liabilities will be donated to another charitable or religious organization (*amended 25May08*).