

BYLAWS

Terms of Admission

1. Membership in the Society shall consist of two classes of members, being individual members and affiliate members, and more particularly described as follows:
 - a. Individual members must be natural persons of the age of majority; and
 - b. Affiliate members may be natural persons or corporate persons.
2. Members of either class are eligible for admission to membership upon payment of the applicable membership fee and agreement to the objects of the Society.

Rights of Individual Members

3. Individual members of the Society shall have the right to participate in all activities and to use all facilities and services established by the Society for the promotion of its objects, subject to such regulations and the payment of such additional fees as the directors may from time to time prescribe.
4. Each individual member is entitled to serve as a director or officer and to vote at any annual general meeting, general meeting or special meeting of the Society.
5. Individual members are entitled to attend meetings of the directors, and may speak to any issue on the agenda, but may not vote at any such meetings.

Rights of Affiliate Members

6. Affiliate members of the Society shall have the right to take part in all activities and to use all facilities and services established by the Society for the promotion of its objects, subject to such regulations and the payment of such additional fees as the directors may from time to time prescribe.
7. Affiliate members shall not have the right to serve as directors or officers or to vote at any annual general meeting, general meeting or special meeting of the Society.
8. Affiliate members may be invited by the directors to attend meetings of the directors, for the purpose of speaking to issues on the agenda, but may not vote at such meetings.

Obligations of Members

9. Each member shall pay an annual membership fee in such amount as is determined by resolution of the directors at the beginning of each fiscal year of the Society.

Withdrawal and Expulsion of Members

10. Any member may withdraw from membership in the Society by notice in writing to the Secretary.

11. Any member who is in default in payment of membership or other fees shall be considered to not be in good standing. Any member who is more than 30 days in default in payment of membership or other fees shall be deemed to have withdrawn from membership in the Society.
12. Any member whose conduct is considered detrimental to the Society may be expelled by a resolution passed by a majority of the directors of the Society.

General and Special Meetings

13. An annual general meeting of the Society shall be held between 31 and 180 days after the date of each fiscal year end.
14. General meetings of the Society shall be held at the call of the President.
15. Any 10 individual members may call a special meeting by presenting a signed request to the President containing the matters to be included on the meeting agenda. The President shall call a special meeting within 15 days after receipt of such request.
16. Notice of any general or special meeting shall be given at least 7 days prior to the date set for the meeting. Notice shall be given by electronic newsletter, posting on the Society's website, email, regular mail or telephone, text or voice message. Notice of any meeting shall set forth the date, time, and place of the meeting and the business to be transacted at the meeting.
17. Fifteen percent (15%) of individual members in good standing shall constitute a quorum at any general or special meeting.
18. If the President or Vice-President is not present at a general or special meeting, another director designated by the President or Vice-President will act as chairman for that meeting. In the event of failure of the President or Vice-President to designate another director, the individual members present at the meeting shall elect a chairman for the purposes of that meeting only.
19. Each individual member present at any general or special meeting is entitled to one vote on any motion or resolution.

Election of Directors and Officers

20. At each annual general meeting, the individual members in good standing shall elect a President, Vice-President, Treasurer, Secretary and a minimum of 1 and maximum of 3 Directors-at-Large to serve as the directors of the Society.
21. Notwithstanding the above and except as set out below, the directors shall hold office for a term of 2 years:
 - a. At the 2023 annual general meeting, a President will be elected for a term of 2 years, a Vice-President will be elected for a term of 1 year, and 2 Directors-at Large may be elected for a term of 2 years.
 - b. At the 2024 annual general meeting, a Vice-President will be elected for a term of 2 years, a Treasurer will be elected for a term of 2 years, a Secretary will be elected for a term of 1 year, and 1 Director-at-Large will be elected for a term of 2 years.
 - c. At each annual general meeting thereafter, all directors whose terms have expired shall be elected for a term of 2 years.

22. The President, Vice-President, Treasurer and Secretary shall serve as the officers of the Society.
23. Members nominated for election as directors must be individual members in good standing and must be present at the annual general meeting or have provided a written statement of their willingness to accept a nomination. Nominees for the positions of President, Vice-President and Treasurer must be members in good standing of the Canadian Owners and Pilots Association.

Duties and Powers of Directors and Officers

24. The directors shall be responsible for conducting the affairs of the Society in accordance with its objects, these bylaws, and the *Societies Act*.
25. The President shall preside at all meetings of the members and of the directors and officers. The President shall be responsible for the general management and supervision of the affairs of the Society. The President shall serve as Captain for COPA Flight 108.
26. The Vice-President shall exercise the duties and powers of the President, Secretary and Treasurer in their respective absences. The Vice-President shall serve as Co-Captain for COPA Flight 108.
27. The Treasurer shall be responsible for keeping full and accurate accounts of all receipts and disbursements of the Society. The Treasurer shall serve as Navigator for COPA Flight 108.
28. The Secretary shall cause to be communicated notices of all meetings of members and all meetings of directors and officers, and shall be responsible for keeping minutes of all such meetings.
29. A Director-at-Large may be a member of any committee formed by the directors and may serve as chairperson of any such committee. Each Director-at-Large shall perform such functions as may be assigned by the directors.
30. Three directors, of which not more than 1 shall be a Director-at-Large, shall constitute a quorum at any meeting of the directors.
31. Resolutions of the directors shall require a majority vote of the directors present at a meeting, provided that the said majority may not include more than 1 Director-at-Large.
32. The directors may appoint members of the Society to serve on committees, who shall be responsible to the directors and who shall not hold the designated offices beyond the next annual general meeting.
33. The directors shall have the power to appoint any individual member of the Society to fill a vacancy in their numbers. Any director so appointed shall retire from office on completion of the unexpired portion of the term of the director whom they replace.
34. Any director may be expelled by a majority vote of the other directors for proven dishonesty or gross misconduct or for failing or refusing to carry out their duties as a director.
35. Directors and other members may be reimbursed for expenses incurred by them in the conduct of their duties upon presentation of satisfactory receipts and approval of the directors.
36. The directors may, by a 75% majority vote, borrow funds for capital expenditures and for current operations of the Society in such manner as they see fit, including the issuance of debentures, except that in no case shall debentures be issued except pursuant to a resolution passed by 2/3 of the individual members of the Society at a general or special meeting.

Disposal of Funds

37. All monies received by the Society shall be deposited in the Society's bank account, which account shall be with one of the chartered banks of Canada.
38. All disbursements from the bank account shall be made by cheques signed by the President or Vice-President and the Treasurer, or in any of their absences, by some other officer appointed by resolution of the directors.

Auditor

39. At the annual general meeting, an auditor may be elected for the following year.
40. At each annual general meeting, an annual financial statement shall be presented for the inspection of the members containing:
 - a. the assets and liabilities of the Society in the form of a balance sheet, and
 - b. receipts and disbursements of the Society since the date of the previous financial statement and signed by the auditor, or by 2 directors if there is no auditor.

Seal and Signing Authority

41. The directors of the Society may adopt a seal which shall have the name of the society in a circle around the word "SEAL".
42. The seal, if one is adopted, shall be kept in the custody of the Secretary and shall not be affixed to any instrument or document except by the authority of a resolution of the majority of the directors and in the presence of the Secretary and at least one other officer.
43. The Secretary and at least one other officer shall have the authority to sign instruments or documents on behalf of the Society.

Minutes of Meetings, Books and Records

44. All books and records of the Society shall be open to the inspection of members at each annual general meeting.

Fiscal Year

45. The fiscal year of the Society shall end on the 31st day of December of each year.

Distribution of Assets

46. The Society shall not distribute any part of its income to any of its members. This does not preclude the payment of reasonable salaries or employee benefits, nor does it preclude the reimbursement of reasonable out-of-pocket expenses.

47. On a winding up or dissolution of the Society, all remaining assets shall be distributed among one or more societies or non-profit corporations having objects similar to or consistent with the objects of the Society.

Making, Altering and Rescinding Bylaws

48. Bylaws of the Society may be rescinded, altered or added to at any annual general meeting or by extraordinary resolution of the Society and not otherwise. No rescission, alteration or addition shall have any effect until it has been registered by the Registrar of Societies.

Dispute Resolution

49. Any dispute arising in the circumstances set out in section 7 of the *Societies Act* shall be considered *in camera* at a meeting of the directors and shall be decided by a majority vote of the directors.