

BYLAWS
Under the *Societies Act* (Alberta)

GADEN SAMTEN LING TIBETAN BUDDHIST MEDITATION SOCIETY

Preamble

Gaden Samten Ling Tibetan Buddhist Meditation Society is a society incorporated under the *Societies Act* (Alberta).

The following sets out the Bylaws of the Society as fully revised in 2016.

1. Definitions

In these Bylaws, the following words have these meanings:

“Act” means the *Societies Act* (Alberta);

“Board” means the Board of Directors of the Society;

“Director” includes both a Director holding the office of President, Vice-President, Treasurer or Secretary, and a Director holding the position of Director at Large;

“Society” means the Gaden Samten Ling Tibetan Buddhist Meditation Society;

“Special Resolution” means, further to section 1(d) of the Act,

- (i) a resolution passed
 - (A) at a general meeting of which at least thirty (30) days’ notice specifying the intention to propose the resolution has been duly given, and
 - (B) by the vote of not less than seventy-five per cent (75%) of those members who, if entitled to do so, vote in person, or
- (ii) a resolution proposed and passed as a special resolution at a general meeting of which less than thirty (30) 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; and

“Voting Member” means a member entitled to vote at meetings of the Society as provided for in the membership policy approved by the Board.

2. Objects of the Society

The objects of the Society are set out in the Society’s Application for Incorporation as may be amended from time to time.

3. Board Composition and Election

- 3.1 The Board shall be composed of eight (8) Directors. Four (4) Directors shall be elected to each of the offices of President, Vice-President, Treasurer and Secretary. Four (4) Directors shall be elected to the positions of Directors at Large.
- 3.2 At each annual general meeting the Board will present a slate of candidates for those offices and positions on the Board with terms expiring, as set out in the Board governance policy approved by the Board.
- 3.3 A Director shall be elected by a simple majority vote of the Voting Members who are present and vote at an annual general meeting.
- 3.4 At the first annual general meeting that follows the full revision of the Bylaws in 2016, Directors shall be elected for the following initial terms:
 - 3.4.1 President for a term of four (4) years;
 - 3.4.2 Vice-President for a term of four (4) years;
 - 3.4.3 Treasurer for a term of three (3) years;
 - 3.4.4 Secretary for a term of three (3) years;
 - 3.4.5 Two (2) Directors at Large for a term of two (2) years each; and
 - 3.4.6 Two (2) Directors at Large for a term of one (1) year each.
- 3.5 After completion of an initial term as set out in Bylaw 3.4, a Director may be re-elected as a Director, whether for the same or another office or position, for a maximum of two (2) further consecutive terms of three (3) years each. If a Director completes an initial term and two (2) consecutive terms of three (3) years each, that Director may not be re-elected for a period of at least one (1) year.
- 3.6 At each subsequent annual general meeting that follows the annual general meeting referred to in Bylaw 3.4, Directors shall be elected to those offices and positions with terms expiring for a term of three (3) years each.
- 3.7 After completion of a term set out in Bylaw 3.6, a Director may be re-elected as a Director, whether for the same or another office or position, for a maximum of two (2) further consecutive terms of three (3) years each. If a Director completes three (3) consecutive terms of three (3) years each, that Director may not be re-elected for a period of at least one (1) year.

4. Board and Committee Governance

- 4.1 The Board governs and manages the affairs of the Society.
- 4.2 The Board approves policies and enters into contracts for governing and managing the Society, including those referred to in these Bylaws.

- 4.3 The Directors shall be Voting Members.
- 4.4 A Director shall have the following duties and powers:
 - 4.4.1 As set out in Bylaws 4.5 through 4.9 for the specific office or position applicable to the Director;
 - 4.4.2 As set out in the Board member dharma service commitment signed by the Director, the Board and the Spiritual Director;
 - 4.4.3 As set out in the Board governance policy approved by the Board applicable to all Directors; and
 - 4.4.4 As may be further assigned by the Board from time to time.
- 4.5 The President:
 - 4.5.1 Leads the Board in governing and managing the affairs of the Society;
 - 4.5.2 Chairs meetings of the Board and the Society if present; and
 - 4.5.3 Is an ex officio member of any committee established by the Board.
- 4.6 The Vice-President:
 - 4.6.1 Supports the President in fulfilling the office of President;
 - 4.6.2 Carries out the duties of the President in the President's absence; and
 - 4.6.3 Chairs meetings of the Board and the Society in the President's absence.
- 4.7 The Treasurer:
 - 4.7.1 Manages the finances of the Society;
 - 4.7.2 Prepares and has custody of the financial books and records of the Society;
 - 4.7.3 Files documents related to the finances of the Society as required by law; and
 - 4.7.4 Ensures preparation of the statement of the standing of the Society's books, accounts and records by the auditor(s) as referred to in Bylaw 8.3.
- 4.8 The Secretary:
 - 4.8.1 Prepares and has custody of the minutes of proceedings of meetings of the Board and the Society, and other books and records of the Society excluding financial books and records;
 - 4.8.2 Sends out notices for meetings of the Society;
 - 4.8.3 Keeps the register of members of the Society;
 - 4.8.4 Files documents related to the administration of the Society as required by law; and
 - 4.8.5 Has custody and use of the seal of the Society.
- 4.9 A Director at Large regularly attends and contributes to meetings of the Board.
- 4.10 A vacancy on the Board occurring before the expiration of the term will be filled for the remainder of the term as set out in the Board governance policy approved by the Board.
- 4.11 A Director may resign by sending at least fourteen (14) days' written notice to the official mailing address of the Society.

- 4.12 A Director may be suspended or removed before the expiration of his or her term by a vote of at least seventy-five (75%) of Board members, excluding the Board member being considered for removal, who are present and vote at a meeting of the Board where there are at least five (5) Board members present, as set out in the Board governance policy approved by the Board.
- 4.13 The Board may establish committees of one or more persons with particular or specified functions.
- 4.14. A Director or member of a committee established by the Board shall not receive remuneration for carrying out his or her duties as a Director or member of a committee.

5. Honorary Life Member

- 5.1 The Spiritual Director of the Society is an Honorary Life Member of the Society with the role, privileges and responsibilities as set out in the Spiritual Director policy approved by the Board.
- 5.2 The Spiritual Director of the Society is appointed by the Board as set out in the Spiritual Director policy approved by the Board.

6. Membership

- 6.1 Membership categories, including eligibility requirements, privileges, responsibilities, and fees, may be set out in the membership policy approved by the Board.
- 6.2 A person may be eligible for admission to the Society as a member in a particular category if the Board determines that he or she has met the applicable eligibility criteria.
- 6.3 A member has the privileges, including any voting rights, applicable to the category of membership to which he or she has been admitted.
- 6.4 A member has the responsibilities applicable to the category of membership to which he or she has been admitted.
- 6.5 A member shall comply with the code of conduct and discipline as set out in the membership policy approved by the Board applicable to the category of membership to which he or she has been admitted.
- 6.6 A member may attend meetings of the Board as set out in the membership policy approved by the Board.

6.7 A member may withdraw from membership by sending at least fourteen (14) days' written notice to the official mailing address of the Society.

6.8 A member may be suspended or expelled from membership as set out in the membership policy approved by the Board.

7. General Meetings of the Society

7.1 An annual general meeting of the Society shall be held no later than the end of April of each year.

7.2 The agenda for an annual general meeting shall include matters set out in the Society meetings policy approved by the Board.

7.3 Voting Members shall be notified of an annual general meeting at least thirty (30) days before the meeting by email, or by regular mail if requested in writing by a Voting Member.

7.4 A special general meeting of the Society may be called at any time by a vote of at least fifty per cent (50%) of Board members who are present and vote at a meeting of the Board where there are at least five (5) Board members present, or on the written request of at least ten per cent (10%) of Voting Members, as set out in the Society meetings policy approved by the Board.

7.5 Voting Members shall be notified of a special general meeting of the Society at least fourteen (14) days before the meeting by email, or by mail if requested in writing by a Voting Member.

7.6 The quorum for an annual or special general meeting of the Society shall be ten per cent (10%) of Voting Members.

7.7 Voting at an annual or general meeting of the Society will be by show of hands, or by secret ballot if requested in accordance with the Society meetings policy approved by the Board. Voting by proxy is not allowed.

7.8 A simple majority of the Voting Members who are present at an annual or special general meeting of the Society and vote decides each issue and resolution, unless the issue needs to be decided by Special Resolution.

8. Financial and Other Management Matters

8.1 The fiscal year end of the Society shall be December 31st of each year.

8.2 The books, accounts and records of the Society shall be audited, as set out in the audit policy approved by the Board, at least once a year by a duly qualified accountant or at

least two (2) Voting Members of the Society appointed for that purpose at each annual general meeting.

8.3 A complete and proper statement of the standing of the books, accounts and records for the previous year shall be submitted by the auditor(s) at each annual general meeting.

8.4 The books, accounts and records of the Society may be inspected by a member of the Society as set out in the records policy approved by the Board.

9. Dissolution

On dissolution of the Society, any assets remaining after paying debts and liabilities shall be disbursed to eligible charitable organizations or religious groups or purposes, with preference given to the purposes of His Holiness the Dalai Lama.

10. Borrowing Powers

The power of the Society to borrow or raise or secure the payment of money in any manner the Society thinks fit, and in particular, by the issue of debentures, shall not be exercised without a Special Resolution.

11. Bylaw Amendment

These Bylaws may be altered or rescinded by Special Resolution.