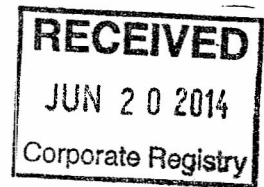


June 17, 2014



The Calgary Artists' Society
C/O Kathy Hale, President
10631 Mapleglen Crescent SE
Calgary, Alberta T2J 1X1

Corporate Registry, Service Alberta
P.O. Box 1007 Station Main
Edmonton, Alberta T5J 4W6

Attention: Paula Simon, Personal and Confidential

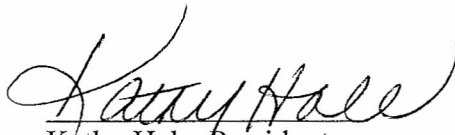
Re: Calgary Artists' Society; Corporate Account Number 50005448; Bylaws Amendment

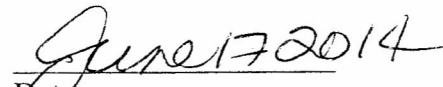
Dear Ms. Simon,

I hereby certify that the following special resolution was passed at a meeting of the members of the Calgary Artists' Society on May 1st, 2014.

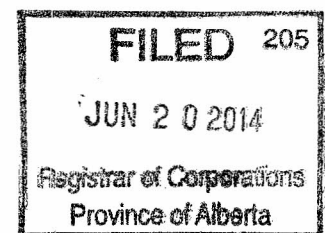
The Bylaws were changed as follows:

The existing Bylaws are repealed. They are replaced with the attached Revised Bylaws dated May 1st, 2014.


Kathy Hale, President
Calgary Artists' Society


Date

Attachment: Revised Bylaws of the Calgary Artists' Society dated May 1, 2014



Article 1: Membership

Membership: General

Membership in the Calgary Artists' Society (hereinafter called CAS) shall be confined to duly qualified artists who produce hand executed two dimensional works of their own composition.

Media may include oils, acrylics, water colours, pastels, black and white etching, dry point, engraving, charcoal and graphite and any other media as approved by membership from time to time at General Meetings. Photography and digitally and/or mechanically produced work will not be considered for membership.

Membership will be maintained at approximately 50 members including Full Members and Alumnus.

Any member wishing to resign may do so by advising any one of The Executive in writing. Dues for the balance of the year will not be reimbursed.

A member may be expelled from membership for any cause which the CAS may deem reasonable upon a majority vote of Full Members of the CAS in good standing at any General or Special Meeting.

Membership: New Members

New Member Events will be held from time to time as determined by The Executive based on membership levels. New Member Events will include a jury component and an interview component. Membership will be offered to applicants based on artistic acumen as recommended by an independent juror who is not a member of CAS as well as the applicant's ability and desire to participate as a fully active member of CAS, including willingness to volunteer for Director positions. A CAS Membership Committee comprised of a minimum of three CAS Full Members including at least two Directors (including the President and/or the Vice-President) will interview applicants. Final decisions regarding the acceptance of new members will be the responsibility of the CAS Membership Committee. The committee will be struck on an ad hoc basis, and will be chaired by the President or the Vice-President.

Membership: Classifications

Full Membership

Full Members must attend a minimum of five General Meetings per membership year (September through June).

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Full Members must submit a minimum of five original works for criticism at CAS Critiques.

Full dues, as determined from time to time by majority vote at a General Meeting, are applicable to Full Members and must be paid in full on or before the second meeting of the membership year.

Full Members must be willing to provide service to CAS, either through a Director position or other such comparable activity, within the first five years of membership and within every seven years thereafter.

Failure to meet membership criteria as stated above may result in revocation of membership as determined by a unanimous vote of the CAS Executive.

Full Members may participate in all regular CAS exhibitions, shows & sales for which they volunteer. Easel space will be allocated equitably. Jury criteria may apply to special exhibitions.

Full Members have voting rights.

Alumnus Membership

Alumnus Membership is a privilege afforded to long-term members who have contributed to CAS in an exemplary manner through the course of their membership. Alumnus membership is intended for members who are unable to participate as Full Members.

Alumnus Membership is limited to a maximum of 20% of total membership.

Qualification for Alumnus Membership is subject to a minimum of ten years current consecutive membership with a minimum of four combined years of service in CAS Board of Director position(s).

Full Members seeking Alumnus Membership must apply to CAS Executive and Alumnus Membership may be granted based on the above criteria.

Alumni Members must attend a minimum of two meetings per membership year.

Alumni Members may submit an original work for critique at any CAS meeting attended.

Reduced dues, as determined from time to time by majority vote at General Meetings, are applicable to Alumni Members and must be paid in full by the second meeting of the membership year.

Failure to meet membership criteria as stated above may result in revocation of membership as determined by a unanimous vote of the CAS Executive.

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Alumni Members may participate in all regular CAS exhibitions, shows & sales for which they volunteer. Easel space to be allocated equitably. Special exhibitions may be subject to jury criteria.

Alumnus Membership does not have voting rights.

Honoured Friends of CAS

Honoured Friends of CAS is a means for former Alumnus Members to maintain a connection with CAS and its members.

Honoured Friends of CAS are welcome to attend CAS General Meetings and CAS social events.

Honoured Friends of CAS are not Members of CAS; therefore, there are no voting rights, no membership dues and no rights to participate in CAS exhibitions, shows & sales.

Honoured Friends of CAS do not receive minutes of meetings.

Article 2: Meetings

CAS holds General Meetings once per month September through June for the purposes of transacting CAS business and to meet the objects regarding artistic growth of our members. Most General Meetings include critique of members' original works by a guest artist.

Membership will be notified by email and/or telephone of the date, time and location of the first General Meeting of the membership year no less than seven days prior to such meeting.

A calendar of General Meetings for the membership year will be provided to the membership at the first General Meeting of the membership year and will be noted in the minutes of this meeting. Notice of any changes to General Meeting dates, times and/or locations will be provided to the membership by email and/or telephone no less than seven days prior to such meeting.

No meetings are held in July and August.

December's General Meeting will be replaced by the annual Christmas Party. Attendance is counted as a meeting for the purposes of Article 1 Membership.

The last General Meeting of the membership year is an Election Meeting for Directors and appointment of an Auditor for the current year.

A quorum at any meeting consists of nine (9) Full Members in good standing.

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Minutes will be considered delivered when mailed or emailed.

October's meeting will be an Annual General Meeting at which time the audited financial statements will be presented to members for acceptance.

A Special Meeting shall be called by the President upon the written request of not less than five (5) Full Members in good standing. Such request shall specify the business to be considered and such Special Meeting shall consider only the business so specified. Membership will be notified by email and/or telephone no less than three days prior to any Special Meeting.

Voting at any meeting shall be by a show of hands and each Full Member present and in good standing shall have one (1) vote, subject to the right of the President to cast a deciding vote in the event of a tie.

Article 3: Administration

The business and affairs of CAS shall be administered by a Board of Directors consisting of the President, Vice-President, Secretary, Treasurer, Programs Director, Exhibitions Director and Promotions Director.

The Executive shall be comprised of the President, Vice-President, Secretary and Treasurer.

The Board of Directors has the power to administer all business and affairs of the Society within their portfolio with limited individual expenditure as approved by membership from time to time at a CAS meeting.

The CAS will not adopt a society seal.

The Board of Directors do not receive any remuneration for their service.

Membership contact information is confidential and no member is permitted to disclose such information to any external source except by expressed consent of the member(s) involved.

Article 4: Duties of Directors

The Directors of CAS shall perform the following general functions. Each Director will maintain records of business conducted. Each Director will maintain current Job Description & Procedures for their respective position. Job Descriptions and Procedures will be posted on CAS website. Each Director will be responsible for training the next incumbent.

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The President shall preside at all CAS meetings including all Board & Executive Meetings and shall, with the help of the Board of Directors, be responsible for the advancement of CAS.

The President will ensure that the Annual Return, including the approved audit and any required Change of Address Notifications are filed with the Government of Alberta. The President will ensure that annual financial statements are audited annually either by a duly qualified accountant or by two members of CAS elected for that purpose at a General Meeting.

The Vice-President shall assist the President and preside in his/her absence. The Vice-President is responsible for maintaining Membership Records including attendance, participation in critiques and contact information. The Vice-President is responsible for coordinating New Member Events. The Vice-President is responsible for booking meeting venues and ongoing liaison as necessary.

The Secretary is responsible for taking of minutes at all CAS meetings including Board and Executive meetings. The Secretary is responsible for maintaining a record of such minutes and having them signed by another member of the Executive after being adopted.

The Treasurer is responsible for the receipt and disbursement of all CAS funds and the maintenance of a current and accurate account of all financial transactions of CAS including all dealings with financial institutes. The Treasurer is responsible for preparing Annual Financial Statements setting out CAS income, disbursements, assets and liabilities in the form of a Profit/Loss Statement and a Balance Sheet for presentation to the Executive no later than the September meeting for the past fiscal/membership year.

The Treasurer is responsible for ensuring insurance coverage for all CAS exhibitions and shows. All notes, drafts and cheques issued by CAS shall be signed by any two (2) of the President, Vice-President, Treasurer and Secretary. The Treasurer and Past-Treasurer will cooperate fully with the auditor(s) at all times.

The Program Director is responsible for the coordination of CAS member programs, including the coordination of the Critique Program, as well as any social events.

The Promotions Director is responsible for the coordination of all advertising and promotions including the promotion of CAS exhibitions and shows.

The Exhibitions Director is responsible for the coordination of all regular CAS exhibitions & shows operations including liaison with venue representatives.

Article 5: Fiscal Year

The fiscal year of CAS shall be July 1st through June 30th, coinciding with the membership year. CAS shall have no borrowing powers. The Board of Directors shall have power to administer all business and affairs of CAS. Maximum individual expenditures will be determined from time to time by majority vote of CAS members at a meeting.

Article 6: Bylaw Amendments/Special Resolutions

These Bylaws may only be amended by Special Resolution. A Special Resolution is passed:

- (A) at a General Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
- (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.

Proxy must be in writing and provided to The Executive prior to voting.

Notice may be given either by mail or electronically.

Article 7: Nominations and Elections

In order to serve in a Director position, a Full Member must be nominated and elected at a CAS meeting. See Article 2 Meetings above.

Appointment will be made based on majority vote of Full Members in good standing in attendance at applicable meeting. Voting will be by a show of hands. Nominee will not be present for the voting.

The Board of Directors shall take office at the beginning of the membership year and shall hold office for at least one (1) year from that date. In the event the President vacates office prior to completion of term, the Vice-President will automatically become President of CAS until the next election of Directors.

If any other Director vacates office, a replacement shall be nominated and elected at the next scheduled meeting based on majority vote of Full Members in good standing in attendance at applicable meeting. Voting will be by a show of hands. Nominee will not be present for the voting. Such person will hold office until the beginning of the next membership year.

Any Director may be removed from office for any cause which the CAS may deem reasonable upon a majority vote of Full Members in good standing at any General or Special Meeting.

Article 8: Records

It shall be the duty of the Secretary and the Treasurer to open their official books of record to any member(s) upon request at any meeting of CAS.

The Calgary Artists' Society
Revised Bylaws – Dated May 1st, 2014

Dated this first day of May 2014.

Kathy Hale
Kathy Hale, President

Bernice Vene
Witness

Julie Johnston
Julie Johnston, Vice-President

Bernice Vene
Witness

William Peddlesden
William Peddlesden, Treasurer

Kathy Hale
Witness

Eva Neumaier
Eva Neumaier, Secretary

Kathy Hale
Witness