

# Society Bylaws

## Name of Society

Alberta Tech Alliance Association

### DEFINITIONS

1. In these Bylaws, the following words have these meanings:
  - a. Annual General Meeting means the annual general meeting described in Article 13.
  - b. Board means the Board of Directors of this Society.
  - c. Bylaws means these Bylaws of the Society as may be amended from time to time.
  - d. A Committee means any committee or subcommittee of the Board of Directors.
  - e. Director means any person elected or appointed to the Board of Directors.
  - f. Member means a Member of the Society.
  - g. Member at Large means a Member not entitled to vote at the meetings of the Society.
  - h. Officer means any Officer of the Society.
  - i. Society means the Alberta Tech Alliance Association.
  - j. Special Meeting means the special meeting described in Article 15.
  - k. Special Resolution means a resolution passed at a General Meeting of the membership of the Society or a Special Meeting of the Society in the manner described in Article 17.
  - l. Voting Member means a Member entitled to vote at the meetings of the Society.

### MEMBERSHIP

2. Membership fees, if any, in the Society shall be determined, from time to time, by the Voting Members at a General Meeting. Any person residing in Alberta, and being of the full age of 18 years, may become a Member by a favourable vote passed by a majority of the Voting Members at a regular meeting of the Society, and upon payment of any such fee. Such voting shall be by ballot, which may be verbal, written or via email, unless the meeting by resolution otherwise decides. Any person under the age of 18 years may in the same manner become a member upon payment of half of any such fee.
3. Any Member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. Any Member upon a majority vote of all Voting Members of the Society in good standing may be expelled from membership for any cause which the

Society may deem reasonable. A Member shall be deemed to have withdrawn their membership of the Society upon their death or incapacitation.

4. Members at Large shall be admitted to the Society by a favourable vote passed by a majority of the Voting Members at a regular meeting of the Society, and upon payment of any such fee, in the same manner as the election of Voting Members set out in article 2.
5. The Members of the Society from time to time shall be those Members who have been admitted in accordance with article 2 and not withdrawn or suspended in accordance with article 3.

## **BOARD OF DIRECTORS**

6. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the Society.
7. 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 three months, and shall be called by the President. A Special Meeting may be called on the instructions of any two members of the Board 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 7 days notice in writing mailed or emailed to each member. Board Members may waive notice of any meeting. Any four Board members shall constitute a quorum for a meeting of the Board, 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 or via a resolution in writing; otherwise such business transactions shall be null and void.
8. 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 such 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. Directors shall also be Members of the Society. The Board of Directors shall be made up of some or all Members of the Society.
9. Any Director or Officer, upon a majority vote of all Voting Members, may be removed from office or any cause which the society may deem reasonable.

## **OFFICERS**

10. The following shall be the Officers of the Society:

**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.

**SECRETARY** - It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. 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. The Secretary shall also keep a record of all the Members of the Society and their addresses, send all notices of any meetings as required, and collect and receive any 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.

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 General 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 offices of Secretary and Treasurer may be filled by one person if the Board of Directors shall so decide.

## **AUDIT**

11. 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 such purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such accountant at the Annual General Meeting of the Society. The fiscal year end of the society in each year shall be June 30.
12. The books and records of the Society may be inspected by any Member of the Society at the Annual General 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.

## **MEETINGS**

13. The Society shall hold an annual meeting on or before September 30 of each year, of which notice in writing or email to the last known address of each Member shall be delivered in the mail or by email 30 days prior to the date of such meeting. At this meeting any Officers and Directors who shall act as Officers and Directors of the Society for the following year shall be elected by the Voting Members. 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 next meeting, provided it is so stated in the notice calling such meeting. Any Voting Member in good standing shall be eligible to any office in the Society.
14. General meetings of the Society may be called at any time by the Secretary upon the instructions of the President or the Board of Directors by notice in writing or email to the last known address of each Member, delivered via mail or email 8 days prior to the date of such meeting.
15. A Special Meeting shall be called 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, which shall be by letter or email to the last known address of each Member, delivered 21 days prior to such Special Meeting.

16. Attendance by 40% of Voting Members in good standing shall constitute a quorum at any meeting. Any action of the Voting Members requiring a Special Resolution must be passed by a vote of not less than 75% of the Voting Members.

#### **VOTING**

17. Any Voting Member who has not withdrawn from membership nor has been suspended or expelled shall have the right to vote at any meeting of the Society. Such votes must be made in person and not by proxy or otherwise.

#### **REMUNERATION**

18. 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.

#### **DISSOLUTION**

19. In the event that the Voting Members shall determine that the Society is to be dissolved, the members shall determine how any assets of the Society remaining after paying all the debts of the Society are to be distributed.

#### **BORROWING**

20. The society may not borrow or otherwise incur indebtedness in any manner, including but not limited to, through the issue of debentures or borrowing from a bank or other financial institution, and in no case shall debentures be issued without the sanction of a special resolution of the society.

#### **BYLAWS**

21. The Bylaws may be rescinded, altered or added to by a Special Resolution of the Society.

Date: \_\_\_\_\_.