

# **THE ALBERTA LEPIDOPTERISTS' GUILD BYLAWS**

## **ARTICLE 1 - TITLE**

1. The society shall be known as The Alberta Lepidopterists' Guild.

## **ARTICLE 2 - OBJECT**

2. The object of the society shall be to promote and support the study and appreciation of Alberta Lepidoptera.

## **ARTICLE 3 – MEMBERSHIP**

3.(1) Any person interested in Alberta Lepidoptera may become a member by submitting a completed membership application form and membership fee payment to the Secretary of the society.

(2) Membership fee in the society shall be determined, and may be revised from time to time, by the members at a general meeting.

(3) If any member is in arrears for fees or assessments for any year, the member shall be automatically suspended at the end of that year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated.

(4) Any member wishing to withdraw from the society may do so by giving notice in writing to the Secretary.

(5) Any member may be expelled from membership for any cause which the society may deem reasonable. Expulsion can only be done by passing a special resolution at a general meeting.

## **ARTICLE 4 - BOARD OF DIRECTORS**

4.(1) The Board of Directors of the society shall consist of the President, Vice-President, Secretary, Treasurer and one or more Directors.

(2) The Board shall, subject to the by-laws or directions given it by majority vote at any general meeting, have full control and management of the affairs of the society. This includes the power to appoint committees as necessary.

(3) Expenditures and financial transactions made by the Board shall be subject to subsequent ratification at the next general meeting by the majority of the members present.

## **ARTICLE 5 - DUTIES OF OFFICERS**

5.(1) The President shall be ex-officio a member of all committees and shall, when present, preside at all meetings of the society and of the Board.

(2) The Vice-President shall, in the absence of the President, perform the duties and exercise the powers of the President and may also be called upon by the Board to perform other duties.

(3) The Secretary shall

(a) attend all meetings of the society and of the Board, and keep accurate minute books of them,

(b) have charge of all correspondence of the society, except for correspondence pertaining to memberships,

(c) keep a record of all the members of the society and their addresses,

(d) provide and maintain a contact address for the society, and

(e) send all notices of the various meetings as required.

The Secretary is under the direction of the President and the Board. In case of the absence of the Secretary, the Secretary's duties shall be performed by another officer as directed by the Board.

(4) The Treasurer shall

(a) receive all monies paid to the society and be responsible for the deposit of those monies in whatever bank, trust company, credit union or treasury branch the Board may order,

(b) collect annual dues,

(c) carry out all correspondence relating to memberships and dues,

(d) properly account for the funds of the society and keep such books as may be directed,

(e) present a full detailed account of receipts and disbursements to the Board whenever requested,

(f) prepare for submission to the annual general meeting an audited financial statement for the society, and

(g) submit a copy of the financial statement to the Secretary for the records of the society.

The Treasurer is under the direction of the President and the Board.

(5) The office of the Secretary and Treasurer may be filled by the same person if the society so chooses.

(6) Directors have full voting status at Board meetings, and may be called upon to perform other duties by the Board.

## **ARTICLE 6 - ELECTION OF OFFICERS**

6.(1) The President, Vice-President, Secretary, Treasurer and one or more Directors are to be elected at each annual general meeting. Officers so elected shall take office at the beginning of the calendar year and remain in office for a term of one year.

(2) Any member at least 18 years of age and in good standing shall be eligible to occupy any office in the society.

(3) A person appointed or elected an officer becomes an officer if that person was present at the meeting when being appointed or elected and did not refuse the appointment. A person may also become an officer if that person was not present at the meeting but consented in writing to act as officer before the appointment or election, or within ten days after the appointment or election.

(4) Officers may be re-elected as many times as the society sees fit but the office of the President shall not normally be held by the same person for more than three consecutive terms.

(5) Any director or officer may be removed from office for any cause which the society considers reasonable on the passing of a special resolution at a general meeting.

(6) Any Board vacancy occurring during the year shall be filled by appointment by the President, with the concurrence of the Board.

#### **ARTICLE 7 - BOARD MEETINGS**

7.(1) Meetings of the Board shall be held as often as may be required, but at least once every year, and shall be called by the President.

(2) A special Board meeting may be called on the instructions of any two Board members if they request the President to call such a meeting, and state the business to be brought before the meeting.

(3) Meetings of the Board shall be called by sending notice to each member by mail, electronic mail, fax, or telephone, at least 7 days in advance of the meeting.

(4) The President shall preside at all Board meetings but in the President's absence, the Vice-President shall preside at Board meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

(5) Any four Board members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, but any business transactions approved at such a meeting shall be ratified at the next regularly called Board meeting, otherwise they shall be null and void.

#### **ARTICLE 8 - GENERAL MEETINGS**

8.(1) The Society shall hold an annual general meeting on or before December 31 in each year.

(2) An annual general meeting shall be called by the President or the Board sending notice to each member in good standing, by mail, electronic mail, fax, or telephone, delivered at least 14 days in advance of the meeting.

(3) Special general meetings of the society may be called at any time by the President or the Board by sending notice to each member in good standing, by mail, electronic mail, fax, or telephone, delivered at least 14 days in advance of the meeting.

(4) A special general meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such a meeting, which shall be called by sending notice by mail, electronic mail, fax or telephone to the last known address of each member in good standing, delivered at least 14 days prior to the date of such meeting.

(5) One quarter of the members in good standing shall constitute a quorum at any general meeting.

#### **ARTICLE 9 - VOTING**

9.(1) Any member who has not withdrawn from membership and has not been suspended nor expelled shall have the right to vote at any general meeting of the Society.

(2) Votes must be made in person and not by proxy or otherwise, except for Special Resolutions.

(3)A "special resolution" means

(a) a resolution passed

(i) at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and

(ii) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,

(b) a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or

(c) a resolution consented to in writing by all the members who would have been intitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

#### **ARTICLE 10 - SIGNING AUTHORITY**

10. The signing officers of the Society shall be the Treasurer and the President. The society shall not have a seal.

#### **ARTICLE 11 - AUDITING**

11.(1) The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the annual general meeting.

(2) A complete and proper statement of the standing of the books for the previous year shall be submitted by the Treasurer at the next annual general meeting of the society.

(3) A fiscal year of the society shall be a calendar year.

(4) The books and records of the society may be inspected by any member of the society at an annual general meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of those books and records. Each member of the Board shall at all times have access to those books and records.

#### **ARTICLE 12 - REMUNERATION**

12. Unless authorized by special resolution, no officer or member of the society shall receive any remuneration for any services rendered to the society.

#### **ARTICLE 13 - BORROWING POWERS**

13. For the purpose of carrying out its object, the society may borrow or raise or secure the payment of money in such manner as it sees fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

#### **ARTICLE 14 - ALTERATION OF THE BY-LAWS**

14. The Bylaws may be amended or replaced only by a special resolution of the society.