

SOUTHERN ALBERTA WOMEN IN BUSINESS SOCIETY  
Alberta Society #5021625727  
Society Bylaws – Updated February 28<sup>th</sup> 2023

**General Membership**

1. **Membership fee**, in the society shall be determined, from time to time, by the members at a general meeting. Any person residing in Alberta, identifying as a woman, and being of the full age of 18 years, may become a member upon payment of the fee.
2. If any member is in arrears for fees for any year, such member shall be automatically suspended at the expiration of two months in arrears and shall thereafter be entitled to no membership privileges or powers in the society until reinstated. Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause which the society may deem reasonable.
3. Memberships for the coming year must be paid at the first event of the fiscal new year. Up to two months forgiveness will be given, after special consideration and motion passed by the Board. Fees will be reviewed and set annually by the Board of Directors.
4. Members can voluntarily withdraw from the society by electronic or written notice to a member of the Board, at any point during the membership term. In the event of withdrawal, membership fees paid to date will not be refunded.

**BOARD OF DIRECTORS**

5. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society.
6. 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 provided they request the President or Vice-President in writing to call such meetings, and state the business to be brought before the meeting. Should the meeting date be changed, the Board will receive a minimum of three days' notice. 50% plus one member of the Board shall constitute a quorum, 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; otherwise they shall be null and void.
7. 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 the 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.
8. Any director upon a majority vote of all members in good standing, may be removed from office or any cause which the society may deem reasonable.
9. A minimum of 7 and a maximum of 11 Members shall be elected as Board of Directors at the Annual General meeting. All directors of the Board of Directors must have been a member in good standing for

one year prior to serving on the Board unless deemed otherwise necessary by a majority vote of the Board.

10. Term of Service and Term Limit – A director shall be elected for a two-year term of office, with the option of serving a consecutive second two-year term, if elected by the membership at the AGM. After a director has served a total of four years, they must stand down for one year before letting their name stand as a director again.

11. Members of the Board of Directors shall serve for staggered terms of office, with the directors having overlapping, two-year terms with an optional two-year extension. Each year at the Annual General Meeting, the Directors of the Board will be elected for two-year terms, with term of office set to expire at each general meeting.

### **SOCIETY EXECUTIVE**

12. The Executive shall be elected by the Board of Directors at the first regular meeting immediately following the Annual General Meeting. Board of Directors shall be considered as a member of the Executive having served a minimum of 1 year on the Board, unless deemed necessary by a majority vote of the board.

### **PRESIDENT**

13. The President shall be ex-officio of all Committees. They shall, when present, preside at all meetings of the society and of the Board. In the Presidents 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.

### **VICE-PRESIDENT**

14. The Vice-President shall preside over meetings and represent the Society in the absence of the President. The Vice-President will also lead at least one portfolio at the discretion of the Board's needs.

### **SECRETARY**

15. 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. In case of the absence of the Secretary or at their discretion, their 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.

16. The Secretary shall also ensure there is an accurate record of all the members of the society and their addresses, send all notices of the various meetings as required and maintain accurate minutes of all meetings of the society and Board.

### **TREASURER**

17. The Treasurer shall collect and 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. She shall properly account for the funds of the society and keep such books as may be directed. She shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual 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 Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

## **AUDITING**

18. The books, accounts and records of the Secretary and Treasurer shall be reviewed at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the previous year's Annual General Meeting. The completed year end audited financial statements shall be presented and reviewed at the Annual Meeting of the society. The fiscal year end of the society in each year shall be December 31.

19. The books and records of the society may be inspected by any member of the society at the Annual Meeting or at any time 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**

20. This society's year end will be December 31<sup>st</sup> and shall hold an annual meeting on or before February 29<sup>th</sup> in each year, of which notice in writing shall be sent to members electronically 21 days prior to the date of the meeting. At this meeting there shall be elected directors to comply with the minimum elected Board members. 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 member in good standing shall be eligible to any office in the society.

21. General meetings of the society may be called at any time by the Executive upon the instructions of the President or Board by notice electronically to each member 10 days prior to the date of such meeting. A special 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 meeting, which shall be by letter to the last known email address of each member, delivered electronically eight days prior to the meeting.

22. 10% of the members in good standing shall constitute a quorum at any regular meeting.

23. 50% plus one member of the Board of Directors shall constitute a quorum at any Board meeting.

## **VOTING**

24. Any 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.



Print Name:	City/Town	Province	Postal Code
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This information is being collected for the purposes of corporate registry records in accordance with the Societies Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for the Alberta Government, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013 Form 06/2011

*Proposed New Bylaw:*

*In order to be voted as a director of the board, membership for one year will be required before standing for a board position, unless deemed necessary by a majority vote of the board.*