

Edmonton New Technology Society

Bylaws

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ARTICLE 1	NAME AND DOCUMENT PURPOSE	4
1.1.	NAME	4
1.2.	DOCUMENT PURPOSE	4
ARTICLE 2	DEFINITIONS AND INTERPRETATIONS	4
2.1.	DEFINITIONS	4
2.2.	INTERPRETATION	5
ARTICLE 3	PURPOSE AND OBJECTS	5
3.1.	MISSION STATEMENT	5
3.2.	OBJECTS OF THE SOCIETY	5
ARTICLE 4	WORKSPACE	6
4.1.	PRIORITY	6
4.2.	USE OF THE WORKSPACE	6
4.3.	NAME OF THE WORKSPACE	7
ARTICLE 5	MEMBERSHIP	7
5.1.	APPLICATION	7
5.2.	ADMISSION	8
5.3.	FEES AND DUES	8
5.4.	MEMBERSHIP COMMITTEE	8
5.5.	RIGHTS AND PRIVILEGES OF MEMBERS	9
5.6.	EXPECTATIONS ON MEMBERS	10
5.7.	SUSPENSION OF MEMBERSHIP	10
5.8.	TERMINATION OF MEMBERSHIP	11
5.9.	TRANSFERENCE OF RIGHTS AND LIABILITIES	12
ARTICLE 6	THE BOARD	12
6.1.	PURPOSE AND DUTIES	12
6.2.	COMPOSITION	13
6.3.	QUALIFICATIONS	13
6.4.	ELECTION	13
6.5.	RESIGNATION, DEATH, OR REMOVAL	15
6.6.	DIRECTORS MEETINGS	15
6.7.	DUTIES OF THE PRESIDENT	16
6.8.	DUTIES OF THE VICE-PRESIDENT	17
6.9.	DUTIES OF THE TREASURER	17
6.10.	DUTIES OF THE SECRETARY	18
		2

6.11.	COMMITTEES	18
ARTICLE 7	MEETINGS OF THE SOCIETY	18
7.1.	ANNUAL GENERAL MEETING	18
7.2.	SPECIAL GENERAL MEETING	19
7.3.	MONTHLY GENERAL MEETING	20
7.4.	PROCEEDINGS AT GENERAL MEETINGS	20
7.5.	PRESIDING OFFICER	20
7.6.	ADJOURNMENT	20
7.7.	VOTING	21
7.8.	VALIDITY	22
ARTICLE 8	FINANCES	22
8.1.	REGISTERED OFFICE	22
8.2.	BUDGET AND EXPENDITURES	22
8.3.	FINANCE AND AUDITING	22
8.4.	SEAL OF THE SOCIETY	22
8.5.	CHEQUES AND CONTRACTS	22
8.6.	BOOKS AND RECORDS	23
8.7.	BORROWING POWERS	23
8.8.	PAYMENTS	23
8.9.	PROTECTION AND INDEMNITY	23
ARTICLE 9	ARBITRATION, AMENDMENTS AND DISSOLUTION	24
9.1.	ARBITRATION	24
9.2.	AMENDING THE BYLAWS	24
9.3.	DISSOLVING THE SOCIETY	24

ARTICLE 1 NAME AND DOCUMENT PURPOSE

1.1. Name

The name of the organization shall be the “Edmonton New Technology Society” to be hereinafter referred to as “The Society”.

1.2. Document Purpose

The following articles set forth the Constitution and Bylaws of The Society.

ARTICLE 2 DEFINITIONS AND INTERPRETATIONS

2.1. Definitions

In these Bylaws, the following words and phrases have these meanings.

- 2.1.1. Societies Act or The Act means the Societies Act R.S.A 2000, Chapter S-14, or any statute substituted for it.
- 2.1.2. Annual General Meeting or AGM means the annual general meeting described in [ARTICLE 7.1](#).
- 2.1.3. “Special General Meeting” or “SGM” means a special general meeting means the special general meeting described in Article 7.2.
- 2.1.4. The Board means The Board of Directors of The Society as described in [ARTICLE 6](#).
- 2.1.5. “Bylaws” mean these Bylaws of The Society as amended, confirmed by Member vote at a meeting and made available to the Membership in a document.
- 2.1.6. “Special Resolution” means a resolution passed at a general meeting by not less than 75% of those members who, if entitled to do so, vote in person or by proxy, for which not less than 21 days' notice specifying the intention to propose the resolution has been duly given.
- 2.1.7. Society Policies means the Policies of The Society, as determined by The Board and/or by Member vote at a meeting and made available to the Membership in a document.
- 2.1.8. “Member” means a registered member of The Society.
- 2.1.9. Director means any Member elected or appointed to The Board of The Society as described in [ARTICLE 6.2](#).
- 2.1.10. Voting Member or Member in Good Standing is a Member who has paid Application Fees if applicable, all current Membership Dues if applicable, and any other applicable fees to The Society, and has not withdrawn from membership nor been suspended or expelled, as per [ARTICLE 5](#) of these Bylaws.
- 2.1.11. Workspace, Space, or The Space means the collaborative workspace made

available to The Society Members as described in [ARTICLE 3.1](#) and [ARTICLE 4](#).

- 2.1.12. Register of Members means the register maintained by The Board containing the names of the Members of The Society and their Member Status.
- 2.1.13. In-Camera means a meeting, or portion thereof, during which individuals not entitled to vote at those proceedings must not be present, and during which any minutes taken shall not be distributed to individuals not entitled to vote at those proceedings.

2.2. Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

- 2.2.1. Singular and Plural: words indicating the singular number also include the plural, and vice-versa.
- 2.2.2. Corporation: words indicating persons also include corporations, with the exception of [ARTICLE 5](#).
- 2.2.3. Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.4. Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

ARTICLE 3 PURPOSE AND OBJECTS

3.1. Mission Statement

To facilitate technological creativity and learning in an open and collaborative community within the Edmonton Capital Region.

3.2. Objects of the Society

As outlined in [ARTICLE 3.1](#), the goals of The Society are:

- 3.2.1. To lease, purchase, or otherwise acquire physical facilities to house operations and material accumulated by The Society, especially including (but not necessarily limited to) a physical workspace for use by Members as described in [ARTICLE 3.1](#).
- 3.2.2. To promote creative and social interactions among individual Members and The Society as a whole.
- 3.2.3. To facilitate collaborative projects amongst The Society Membership whenever possible.
- 3.2.4. To ensure that operations of The Society intend some real or perceived benefit to The Society Members as a whole and/or the city of Edmonton or its citizens, and are not solely commercial in nature.

- 3.2.5. To raise funds to achieve the goals of The Society as thus described. This includes accepting gifts, grants, legacies, sponsorships, bequests, and inheritances.
- 3.2.6. If deemed necessary, to borrow funds and lease, mortgage, sell and dispose of property of The Society and establish a line of credit to achieve the objects of The Society.
- 3.2.7. To use funds of The Society only according to and in pursuit of these objects as defined in [ARTICLE 3.2](#)

ARTICLE 4 WORKSPACE

4.1. Priority

- 4.1.1. As defined in [ARTICLE 3](#), the primary purpose of The Society is to procure and provide access to a collaborative workspace for its members.
- 4.1.2. This goal is fundamental to The Society and shall supersede all other concerns of the Society, except those relating to compliance with the Societies Act, any applicable statute, legislation, or requests of the Alberta Gaming and Liquor Commission, and other applicable municipal, provincial, or federal legislation.

4.2. Use of the Workspace

- 4.2.1. It is the intent of The Society for activities within and involving the Space to be “member-driven” in nature; that is, the purpose and use of the Space is to be determined by the membership at their desire and is not specifically mandated by The Board or The Society Policies, except where any use of the Space would be in contradiction with these Bylaws as so defined, including but not limited to [ARTICLE 4.2.3](#) and [ARTICLE 4.2.4](#).
- 4.2.2. Members are not to unilaterally alter any permanent physical structure of the Space, including but not limited to placement of windows, doors, and other physical features, except with the express permission of The Board.
 - 4.2.2.1. It is understood in good faith that The Board will defer to the membership as a whole in any major such matters, and may call a vote on the matter as per [ARTICLE 7.2.4](#).
- 4.2.3. Members are not to conduct, organize, or sanction any activity within the Space of an expressly illegal nature as per the Criminal Code of Canada, Controlled Drugs and Substances Act, the Youth Criminal Justice Act, the Firearms Act or any applicable Alberta provincial statutes.
 - 4.2.3.1. Such actions may constitute grounds for suspension or termination of membership as per [ARTICLE 5.7](#) and [ARTICLE 5.8](#).

- 4.2.3.2. Education about any illegal activity for the purposes of training in security or loss prevention is exempt from this restriction, provided no illegal activity transpires on the premises, nor appears to be sanctioned by The Society or the Members present.
- 4.2.4. Members are solely responsible for their conduct within the Space, and are personally responsible for their safety, including but not limited to ensuring that their understanding of and training on any equipment present at the Space is sufficient.
- 4.2.5. As an act of official membership, Members release The Society and The Board from any liability or responsibility for Member actions resulting in personal injury, or in any way contravening these Bylaws as defined, including but not limited to any action contravening to [ARTICLE 4.2.3](#) or [ARTICLE 4.2.4](#).
- 4.2.6. For the safety of all members and guests, any dangerous or hazardous project involving, but not limited to, any airborne gases, fumes, chemicals, explosives, or incendiaries must be approved by The Board and cannot be conducted until such approval has been received in writing or electronic means.
- 4.2.7. All members working on a dangerous or hazardous project are required to provide written or electronic notification to The Board of the project and its potential hazards, and place any warnings or notices near or around their project as required by The Board.

4.3. Name of the Workspace

- 4.3.1. The Board may from time to time choose an official name for the Workspace referred to by [ARTICLE 3.1](#) and [ARTICLE 4](#), for purposes including but not limited to:
 - 4.3.1.1. Improving promotion of the Space and the Society,
 - 4.3.1.2. Creating a more marketable logo and brand for the Space and the Society,
 - 4.3.1.3. Creating and selling branded merchandise as a potential source of both promotion and revenue for the Society.
- 4.3.2. This name shall be documented clearly in The Society Policies.
- 4.3.3. This name is not to stand as a substitute name for the Society:
 - 4.3.3.1. This name is not to be registered as a corporation;
 - 4.3.3.2. No property or assets, financial or otherwise, are to be held under this name;
 - 4.3.3.3. No property or assets, financial or otherwise, are to be accepted in donation to this name from any party without mention of the official name of the Society;

- 4.3.3.4. The Space under this or any name is understood to be officially operated by the Society;
- 4.3.3.5. Users of the Space under this or any name hold that privilege as a sole and direct result of their Membership to the Society;
- 4.3.3.6. It is understood in good faith that whenever possible, any use of this name or any logo based on this name should endeavour to include the text “Edmonton New Technology Society”, “ENTS”, or “ENTS.ca”.
 - 4.3.3.6.1. This guideline is subject to stylistic concerns, including but not limited to issues of aesthetics and available space. For this reason, failure to abide by article 4.3.3.6 shall not be considered a breach of compliance with these Bylaws.

ARTICLE 5 MEMBERSHIP

5.1. Application

To apply for Membership, an individual must:

- 5.1.1. Be the age of majority in their jurisdiction of residence
 - 5.1.1.1. Any person under the age of majority in their jurisdiction of residence and over the age of 16 years may apply to become a Member subject to providing a waiver of liability signed by their parent or legal guardian.
 - 5.1.1.1.1. Presentation of such a waiver does not guarantee or imply acceptance into The Society, which remains at the discretion of The Board, or the Membership Committee as defined in [ARTICLE 5.4](#) if one is currently established.
- 5.1.2. Apply using the official “Application for Membership” to The Board, or the Membership Committee as defined in [ARTICLE 5.4](#) if one is currently established.
- 5.1.3. Any Member in Good Standing may deliver the membership application on behalf of a third party.

5.2. Admission

- 5.2.1. Any individual may become a Member in the appropriate category by:
 - 5.2.1.1. Meeting the requirements in [ARTICLE 5.1](#); and

- 5.2.1.2. Upon the approval of and at the discretion of The Board, or a Membership Committee as defined in [ARTICLE 5.4](#) if one has been established; and
- 5.2.1.3. Paying the Application Fee, if any, as defined in [ARTICLE 5.3](#).
- 5.2.2. The individual will be entered as a Member under the appropriate category in the Register of Members.

5.3. Fees and Dues

- 5.3.1. Application Fees, if any, and Membership Dues, if any, for The Society shall be determined from time to time by the members at a general meeting and documented accordingly in The Society Policies.
- 5.3.2. Application Fees, if any, shall be due only at the time of application.
- 5.3.3. Membership Dues, if any, shall be due monthly from each member. Membership Dues may be paid in advance at the discretion or request of The Society or the individual Member in question.
- 5.3.4. Members in good standing will be notified a minimum of one (1) calendar month in advance of changes to the monthly membership fees.
- 5.3.5. All fees shall be considered non-refundable at the discretion of The Board, except as per [ARTICLE 5.4.2.2](#).
- 5.3.6. Time, services, or resources may not be used to pay the Membership Dues.

5.4. Membership Committee

- 5.4.1. If established, the Membership Committee shall consist of at least three (3) Members in Good Standing, and no more than seven (7) Members in Good Standing, as voted by the membership at a general meeting or via Special Resolution.
- 5.4.2. Such a Membership Committee will be entitled to accept any membership application as per [ARTICLE 5.1](#) and [ARTICLE 5.2](#)5.2, with a minimum of two committee members approving the application.
 - 5.4.2.1. Upon receipt of any application, all members of the Membership Committee will be sent a copy of the application. The Members then have three (3) business days to approve or deny the application. If the application is rejected by any member of the committee, a two-thirds majority vote of committee members shall be required to approve the application.
 - 5.4.2.2. If Application Fees and/or Membership Dues have been received from the applying member in advance and the application is denied, these amounts shall be returned in full within three (3) business days.

- 5.4.2.3. Committee members may make their vote electronically via e-mail to the other members of the Membership Committee.
- 5.4.3. If a member of the Membership Committee becomes a member who is not in Good Standing, they may be replaced at the discretion of The Board and ratified at the next general meeting.
- 5.4.4. Any new member accepted by the Membership Committee may be reviewed and overturned at the next regular meeting of the Board of Directors. A list of new members since the last regular meeting of the Board of Directors shall be provided by the Membership Committee.
- 5.4.5. If a Membership Committee has not been established, The Board shall act as a Membership Committee in accordance with the procedures in [ARTICLE 5.4](#) until such time as a Membership Committee is established.
- 5.4.6. The Membership Committee may be dissolved at any point by a majority of members in a vote at any general meeting. Membership decisions will then default to The Board as per [ARTICLE 5.4.5](#) until such time as another Membership Committee is established.

5.5. Rights and Privileges of Members

- 5.5.1. Any Member in good standing is entitled to:
 - 5.5.1.1. Access The Space, in accordance with any procedures and conditions of their membership as defined in The Society Policies and in [ARTICLE 4](#) of these Bylaws;
 - 5.5.1.2. Access any electronic resources made available to The Society Members via the Internet or other electronic means;
 - 5.5.1.3. Receive notice of meetings of the Society;
 - 5.5.1.4. Attend any meeting of the Society;
 - 5.5.1.5. Speak at any meeting of the Society;
 - 5.5.1.6. Exercise other rights and privileges given to Members in these Bylaws and The Society Policies.
- 5.5.2. Voting
 - 5.5.2.1. All Members in Good Standing are entitled to vote.
 - 5.5.2.2. A Voting Member is entitled to one vote at a meeting of the Society.

5.6. Expectations on Members

- 5.6.1. Members will be responsible for the general maintenance, upkeep, and cleanliness of any space The Society leases, rents, owns or maintains as a Society as per [ARTICLE 3.1](#) and [ARTICLE 4](#). Members are expected to contribute equitably to this process.
- 5.6.2. Members may volunteer for specific tasks and are expected to perform said duties.

- 5.6.3. Members will be responsible for all intentional or incidental damages to other members' or Society property. If the responsibility for or extent of damages is argued by any other member, the matter may be submitted to arbitration under the *Arbitration Act*.
- 5.6.4. All Members are required to agree to the current Society Policies.
 - 5.6.4.1. Any modification of The Society Policies will be sent to all active members by mail or electronic means within seven (7) days of said modifications.
 - 5.6.4.2. A member may remove their agreement to The Society Policies at any time in writing to The Board. This removal will suspend or terminate the member's membership in the Society.

5.7. Suspension of Membership

- 5.7.1. Decision to Suspend

Any member may be subject to disciplinary action for cause. Such action shall not be undertaken before the Member is informed as outlined in this section.

The Board, at a board meeting called for that purpose, may suspend a Member's membership for the following causes:

 - 5.7.1.1. If the Member has failed to abide by the Bylaws;
 - 5.7.1.2. If the Member is judged by The Board to have disrupted events, meetings, or functions of The Society through inappropriate behaviour, fighting, or other means; or
 - 5.7.1.3. If the member has done, or through wilful inaction caused, anything judged by The Board to be harmful to the Society.
- 5.7.2. Notice to the Member
 - 5.7.2.1. The offending Member will receive written notice of The Board's intention to examine that Member's status in the Society. The Member will receive at least a seven (7) days' notice before The Board meeting.
 - 5.7.2.2. The notice will be sent by single registered mail or electronic mail to the last known address of the offending Member shown in the records of the Society. The notice may also be delivered by a Member of The Board.
 - 5.7.2.3. The notice will state the reasons why suspension is being considered.
- 5.7.3. Decision of The Board
 - 5.7.3.1. The offending Member will have an opportunity to appear before The Board to address the matter. The Board may allow another person to accompany or speak for the offending Member.

- 5.7.3.2. The Board will determine how the matter will be dealt with, and may limit the time given the offending Member to address The Board.
- 5.7.3.3. The Board may exclude the offending Member from discussion of the matter following the exercise of the Member's privilege as under [ARTICLE 5.7.3.1](#), including the deciding vote.
- 5.7.3.4. The decision of The Board is final.
- 5.7.3.5. The Board is not granted the authority to expel the offending Member from The Society entirely. Full expulsion requires majority approval of all Members as per [ARTICLE 5.8.4](#).
- 5.7.4. For the purposes of article 5.7.1, cause includes a member conducting primarily business pursuits within the Society, without any further interaction, education, or collaboration with the general membership.
- 5.7.5. Any member may temporarily or indefinitely suspend their membership by not paying fees for the next term of membership, preferably with notice to The Board of intent to suspend their membership.

5.8. Termination of Membership

5.8.1. Resignation

- 5.8.1.1. Any Member may resign from The Society by sending or delivering a written notice to a Director of the Society.
- 5.8.1.2. Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

5.8.2. Death

The membership of a Member is ended upon death.

5.8.3. Deemed Withdrawal

- 5.8.3.1. If a Member has not paid any applicable Application Fee within a certain period of time following successful application, the Member is considered to have submitted his resignation. This time period shall be set in The Society Policies and shall not be less than three (3) months.
- 5.8.3.2. If a Member has not paid any applicable membership dues for a certain period of time, the Member is considered to have submitted his resignation. This time period shall be set by The Society Policies and shall not be less than three (3) months.
- 5.8.3.3. In either case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

5.8.4. Expulsion

5.8.4.1. The Society may, upon a majority vote of all members, or a three-quarters (3/4) majority vote at a regular meeting with quorum, expel any Member for any cause which is deemed sufficient in the interests of the Society.

5.8.4.2. The decision is final.

5.8.4.3. On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

5.9. Transference of Rights and Liabilities

5.9.1. No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

5.9.2. Although a Member ceases to be a Member, by death, resignation, or otherwise, he is liable for any debts owing to The Society at the date of ceasing to be a Member.

5.9.3. No member is, in their individual capacity, liable for any debt or liability of the Society.

ARTICLE 6 THE BOARD

6.1. Purpose and Duties

6.1.1. The legislative, administrative, and executive body of The Society shall be called The Board. The Board governs and manages the affairs of The Society. 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.

6.1.2. The Board has the powers of The Society, except as stated in the Societies Act. The powers and duties of The Board include:

6.1.2.1. Promoting the objects of The Society and the spirit and traditions of The Society;

6.1.2.2. Promoting membership in The Society;

6.1.2.3. Maintaining and protecting The Society's assets and property;

6.1.2.4. Approving an annual budget for The Society;

6.1.2.5. Ensuring all expenses for operating and managing The Society are paid;

6.1.2.6. Collecting fees and dues from Members on behalf of the Society, for immediate transfer to The Director acting as Treasurer;

- 6.1.2.7. Ensuring persons are paid for services and protecting persons from debts of the Society;
- 6.1.2.8. Investing any extra monies;
- 6.1.2.9. Financing the operations of the Society, and borrowing or raising monies;
- 6.1.2.10. Appointing legal counsel as necessary;
- 6.1.2.11. Setting policies, rules and regulations for operating The Society and using its facilities and assets; and
- 6.1.2.12. Selling, disposing of, or mortgaging any or all of the property of The Society as necessary.

6.2. Composition

- 6.2.1. The Board shall consist of five (5) members, to be elected by the members of The Society.
 - 6.2.1.1. One President
 - 6.2.1.2. One Vice-President
 - 6.2.1.3. One Secretary
 - 6.2.1.4. One Treasurer; and
 - 6.2.1.5. One Director
- 6.2.2. The Board positions of Secretary and Treasurer may be combined into one Secretary-Treasurer position.
- 6.2.3. All positions listed in 6.2.2.1, 6.2.2.2, 6.2.2.3 and 6.2.2.4 shall be filled at all times, with the exception to 6.2.2.4., when a combined Secretary-Treasurer will be recognized as filling both 6.2.2.3. and 6.2.2.4.
 - 6.2.3.1. In the event of a vacancy of the positions listed in ARTICLE 6.2.2 (resignation, removal, etc.,) The Board will select a director to fill the position on an interim basis. As a matter of course, the other Officers would be expected to help with the added duties. The vacancy must be filled as soon as possible through an election under article 6.5.3.

6.3. Qualifications

- 6.3.1. All Members of The Board shall be Members in Good Standing of the Society.
- 6.3.2. The President must be a permanent resident of the Edmonton Capital Region at the time of election, at the discretion of The Board being elected.

6.4. Election

- 6.4.1. The Director serving as Secretary (or Secretary-Treasurer) shall act as Returning Officer, except in the event that said Director is running for another elected office, in which case The Board shall nominate a Member in Good Standing to act as Returning Officer in place of the Secretary, as the

Returning Officer of any election cannot run for a position in the same election.

- 6.4.2. The term of a Director is under normal circumstances expected to be until the next Annual General Meeting of The Society, during which all positions must be re-elected as per [ARTICLE 7.1.3.3](#).
 - 6.4.2.1. In all cases including resignation, Directors are expected to continue to serve until their successors are elected and installed, except if removed as per [ARTICLE 6.5.2](#) or relieved as per [ARTICLE 6.5.3](#).
 - 6.4.2.2. The Board may choose to waive the requirement for re-election of any Director if elected via Member vote in an election as per article 6.5.3 within thirty (30) days prior to the AGM. Any such member's term shall be extended to the next AGM.
- 6.4.3. Candidates must be Members in Good Standing as per article 6.3.1, and inform the returning officer of their intent to run at least forty-eight (48) hours in advance of the election. Only candidates so declared will be valid candidates for the election.
- 6.4.4. Elections shall be by secret ballot, except where secret ballot is waived by the Member casting the vote.
- 6.4.5. Various voting methods available to the Members, including but not limited to electronic means, shall be determined on a per-election basis by The Board and announced no less than three (3) days in advance of the election.
 - 6.4.5.1. The Society is under no obligation neither expressed nor implied to provide alternative voting methods for any election unless previously announced to be available for that election. The Board reserves the right to cancel planned alternative voting methods if more than three (3) days' notice is presented.
 - 6.4.5.2. Reasonable lack of access by any member to alternative voting methods shall not invalidate the results of an election.
 - 6.4.5.3. All parties recognize that use of some alternative voting methods may implicitly waive the Member's right to secret ballot due to technical restrictions.
- 6.4.6. Any contested election for a Board position must use a single transferrable vote preferential voting system
 - 6.4.6.1. The number of votes needed to win is determined by the following equation: $(x / y + 1) + 1$, where x is equal to the number of valid votes cast, and y is equal to the number of seats to be filled. Where the quota is not an integer, it is rounded up.
 - 6.4.6.2. The election proceeds through a series of rounds
 - 6.4.6.2.1. Any candidates who receive sufficient first preference votes to meet or exceed the required number of votes are elected

- 6.4.6.2.2. If after counting all of the first preference votes candidates remain to be elected,
 - 6.4.6.2.2.1. the second preferences of the candidate with the least amount of first preference votes are re-allocated to the remaining unelected candidates.
 - 6.4.6.2.2.2. If the number of votes received by the elected candidate exceeds the number of votes required for election, the surplus votes are re-allocated to the second preferences of the winning candidate's voters, in proportion to that candidate's voters' second choice preferences
- 6.4.6.2.3. This method will continue until the required number of candidates reach the required number of votes.
- 6.4.7. Where the number of candidates is equal to or less than the number of candidates available, each candidate will be subject to a vote of confidence determined by a simple majority.

6.5. Resignation, Death, or Removal

- 6.5.1. Any member of The Board may resign from office by giving ten (10) days' notice in writing or via electronic means. The resignation takes effect either at the end of the period's notice or on the date The Board accepts the resignation, whichever is sooner.
- 6.5.2. Voting Members may remove any Director including The President. There must be a majority vote at a Special General Meeting called for this purpose.
- 6.5.3. If a position is vacated, an election shall be held within forty-five (45) calendar days of the vacancy, except as per [ARTICLE 6.5.4](#). The Board may appoint a member in good standing to serve as a replacement in this interim.
- 6.5.4. If the position is vacated within fifteen (15) days of its election in which there were multiple candidates, The Board may choose to forgo holding another election as per [ARTICLE 6.5.3](#), and appoint the candidate receiving the second highest number of votes in the recent election.
- 6.5.5. Any member of The Board absent for four (4) consecutive Directors Meetings or longer may be removed from The Board through majority vote at the next Directors Meeting.

6.6. Directors Meetings

- 6.6.1. The Board shall meet a minimum of every three (3) months.
- 6.6.2. Except as otherwise defined in these Bylaws, The Board shall meet as often as may be required in carrying out its duties and responsibilities.

- 6.6.3. The Board may set regulations governing the calling of its meetings (notice, date, time, and place), the conduct of business there at, and generally as to the conduct of its affairs. These will be documented in The Society Policies.
- 6.6.4. The President shall call and chair the meetings. The President shall also call a meeting if any two Directors make such a request, in writing, or via electronic means, or while having the floor at a general meeting or Board meeting, and state the business for the meeting.
- 6.6.5. Ten (10) days' notice for regular Directors Meetings is provided to each Director via email. As much notice as is possible shall be given for unscheduled or urgent meetings.
- 6.6.6. Directors Meetings may be held without notice if a quorum of The Board is present, provided that any business transactions at such a meeting shall be ratified at the next regularly called Directors Meeting; otherwise they shall be null and void.
- 6.6.7. Three (3) Directors shall be considered a quorum for all Directors Meetings; thus a minimum of three (3) votes in favour shall be required to pass any motion at a Directors Meeting.
- 6.6.8. If there is no quorum, the President may adjourn the meeting to the same time, place, and day of the following week. If urgent matters requiring quorum have been tabled as a result, The Directors present at this later meeting shall constitute quorum regardless of their number.
- 6.6.9. Each Director has one vote. The President shall not exercise their vote unless needed to break a tie.
- 6.6.10. Directors Meetings are open to Members of the Society, but only Directors may vote. A majority vote of The Board may ask any other Member or other persons to leave.
- 6.6.11. A majority vote of The Board may move a meeting, or any portion thereof, In-Camera at any time.
- 6.6.12. All Directors may agree to and sign a resolution at any time. This resolution is as valid as one passed at any Directors Meeting. It is not necessary to give notice or to call a Directors Meeting for the resolution in this case. The date on the resolution is the date it is passed.
- 6.6.13. Directors Meetings may be held by conference call or other electronic means, including but not limited to internet technologies, if at least four (4) Directors agree to the means of the meeting. Directors who participate in meetings via these media are considered present for the meeting.
 - 6.6.13.1. Where possible, an electronic log of the meeting will be kept for at least ninety (90) days and will be made available to members on request.

- 6.6.14. Irregularities or errors done in good faith do not invalidate acts done by any Directors Meeting.
- 6.6.15. Any member of The Board unable to attend a meeting may send a proxy to represent him at that meeting. The proxy shall:
 - 6.6.15.1. Represent The Director, including voting on their behalf;
 - 6.6.15.2. Be a Member in Good Standing; and
 - 6.6.15.3. Not be another Director.
- 6.6.16. A Director may waive formal notice of a meeting.
- 6.6.17. The ultimate authority for conducting any meeting of The Society and all its committees shall be an unabridged edition of Robert's *Rules of Order*. Routine matters of order may be guided by *Parliamentary Procedures at a Glance* by Garfield Jones. Should a conflict arise between the two sources, Robert's *Rules of Order* shall prevail.

6.7. Duties of the President

The president:

- 6.7.1. Oversees that the various duties of the Directors are being discharged properly;
- 6.7.2. Chairs all Directors Meetings and General Meetings of The Society;
- 6.7.3. Is an *ex officio* member of all Committees;
- 6.7.4. With the Vice-President, acts as a public relations figure on behalf of The Society;
- 6.7.5. Solicits financial assistance for the operation of The Society, including acting as chair for all bingos, casinos, and applying for all grants;
- 6.7.6. With the Treasurer/Secretary-Treasurer and Vice President, draws up a budget for the coming year;
- 6.7.7. Makes sure all notices of Board meetings are sent;
- 6.7.8. At all times, promotes the integrity and spirit of The Society, past, present, and future;
- 6.7.9. With the Secretary, ensures The Society complies with all privacy legislation;
- 6.7.10. In conjunction with the Treasurer/Secretary-Treasurer, Vice President, and any other Director, is responsible for the filing of annual reports including, but not limited to, Alberta Gaming and Liquor Commission Casino Account Reports and Alberta Registry Society Annual Returns; and
- 6.7.11. Carries out duties assigned by The Board.

6.8. Duties of the Vice-President

The Vice-President:

- 6.8.1. Presides at meetings in the President's absence. If the Vice-President is absent, The Directors elect a Chairperson for the meeting;

- 6.8.2. Replaces the President at various functions when asked to do so by the President or The Board;
- 6.8.3. With the President, acts as a public relations figure on behalf of The Society;
- 6.8.4. Assists the President in soliciting financial assistance for The Society, including acting as assistant chair for all bingos and casinos;
- 6.8.5. Organizes and chairs fundraising committees;
- 6.8.6. With the Treasurer/Secretary-Treasurer and President, draws up a budget for the coming year;
- 6.8.7. Is responsible for the selling, ordering, and pricing of any The Society merchandise; and
- 6.8.8. Carries out duties assigned by The Board.

6.9. Duties of the Treasurer

The Treasurer:

- 6.9.1. Ensures all monies paid to The Society are deposited in a chartered bank, treasury branch or trust company chosen by The Board;
- 6.9.2. Provides a detailed account of revenues and expenditures to The Board upon request;
- 6.9.3. Ensures an audited statement of the financial position of The Society is prepared and presented to the Annual General Meeting;
- 6.9.4. Collects all Member fees;
- 6.9.5. Submits monthly financial reports to The Board;
- 6.9.6. Assists the President and Vice-President in preparing the annual budget;
- 6.9.7. Reports and reconciles the year's expenditures within three weeks of the end of the fiscal year;
- 6.9.8. Assists the President in the soliciting of financial assistance for The Society; and
- 6.9.9. Carries out other duties assigned by The Board.

6.10. Duties of the Secretary

The Secretary:

- 6.10.1. Records minutes of all meetings of The Board;
- 6.10.2. Maintains a permanent record of meeting minutes;
- 6.10.3. Manages incoming and outgoing correspondence of The Society, ensuring delivery to the proper member;
- 6.10.4. Holds the Seal of the Society, if any, as described in article 8.4;
- 6.10.5. Maintains an up to date membership list in compliance with all prevailing privacy legislation;
- 6.10.6. Acts as returning officer for The Society elections, subject to Article 6.4.1; and
- 6.10.7. Carries out other duties assigned by The Board.

6.11. Committees

- 6.11.1. The Board may appoint committees to advise The Board and carry out responsibilities pertaining to The Society operations and the pursuit of The Society's objectives.
- 6.11.2. General Procedures for Committees
 - 6.11.2.1. A Chairperson for each Committee is appointed by The Board.
 - 6.11.2.2. The Chairperson calls committee meetings. Each committee records minutes of its meetings, distributes these minutes to the committee members and to the Chairpersons of all other committees, and provides reports to each Board meeting at The Board's request.
 - 6.11.2.3. Two (2) days' notice is mailed or delivered to each member of the committee. The notice states the date, place and time of the committee meeting. Committee members may waive notice.
 - 6.11.2.4. A majority of the committee members present at a meeting is quorum.
 - 6.11.2.5. Each member of the committee, including the Chairperson, has one vote at the committee meeting. The Chairperson does not have a casting vote in the case of a tie.

ARTICLE 7 Meetings of the Society

7.1. Annual General Meeting

- 7.1.1. The Society holds its Annual General Meeting on or before September 15 in each year in the Edmonton Capital Region. The Board sets the place, day, and time of the meeting.
- 7.1.2. The Secretary mails or delivers a notice to each Member at least twenty-one (21) days before the AGM. This notice states the place, date, and time of the AGM and any business requiring a Special Resolution.
- 7.1.3. Twelve (12) members, or one-half of members, whichever is lesser, in good standing shall constitute a quorum for all Special, Annual and Monthly General Meetings.
- 7.1.4. Agenda for the Meeting
 - The Annual General Meeting shall deal with the following matters:
 - 7.1.4.1. Considering the President's report;
 - 7.1.4.2. Reviewing the financial statements setting out The Society's income, disbursements, assets, and liabilities and the auditor's report;
 - 7.1.4.3. Election of Directors for the coming year; and
 - 7.1.4.4. Considering matters specified in the meeting notice.

7.2. Special General Meeting

- 7.2.1. A Special General Meeting may be called at any time:
 - 7.2.1.1. By a resolution of The Board to that effect; or
 - 7.2.1.2. On the written or electronic request of at least three (3) Directors. The request must state the reason for the Special General Meeting and the motion(s) to be submitted at this Special General Meeting; or;
 - 7.2.1.3. On the written or electronic request of at least one-third of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.
- 7.2.2. A Director mails or delivers a notice to each member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time, and purpose of the Special General Meeting.
- 7.2.3. A Special General Meeting must be called for in order to complete any of the following actions outside of the Annual General Meeting:
 - 7.2.3.1. Amending, rescinding or modifying the Bylaws;
 - 7.2.3.2. Electing Directors to The Board; and
 - 7.2.3.3. Exercising borrowing powers.
- 7.2.4. It is understood in good faith that a Special General Meeting should be called for the purposes of a vote on any sufficiently major or permanent decision that it requires the consent of the membership.
 - 7.2.4.1. Failure to call such a meeting and vote does not constitute grounds for the reversal any such decision except those specifically outlined in other articles of these Bylaws.
- 7.2.5. Intent to undertake these actions must be declared in the notice of the Special General Meeting as per [ARTICLE 7.2.2](#).
 - 7.2.5.1. Specific details, including but not limited to exact wording of Bylaw amendments, list of nominees for Board positions, etc. may not be available at the time this notice is made and are thus not expressly required to be included in it. Omission of such details does not invalidate the proceedings if compliance with [ARTICLE 7.2.5.2](#) is maintained.
 - 7.2.5.2. If specific details are not already specified in the initial meeting notice as per [ARTICLE 7.2.5](#) and [ARTICLE 7.2.5.1](#), these details must be provided to the membership no fewer than seven (7) days prior to the meeting.
- 7.2.6. Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

7.3. Monthly General Meeting

- 7.3.1. Meetings of The Society, except those described in [ARTICLE 7.2.3](#), may be called at any time by The Board by notice in writing to the last known address of each member, delivered in the mail or e-mail seven (7) days prior to the date of such meeting except as per [ARTICLE 7.3.2](#).
- 7.3.2. Meetings will be held at a minimum of once per calendar month. A meeting so scheduled at the previous meeting requires only three (3) days prior notice.
- 7.3.3. Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

7.4. Proceedings at General Meetings

- 7.4.1. General Meetings of The Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.
- 7.4.2. Failure to reach Quorum
The President may cancel the General Meeting if a quorum is not present within one half hour after the set time. If cancelled, the meeting is rescheduled for one week later at the same time and place. If a quorum is not present within one half hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

7.5. Presiding Officer

- 7.5.1. The President chairs every General Meeting of The Society. The Vice-President chairs in the absence of the President.
- 7.5.2. If neither the President nor Vice-President is present within one half hour after the set time for the General Meeting, the Members present choose one of the Members to chair.
- 7.5.3. The President may appoint an external Chairman for the Meeting pending approval by The Board.

7.6. Adjournment

- 7.6.1. The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.
- 7.6.2. No notice is necessary if the General Meeting is adjourned for less than thirty days.
- 7.6.3. The Society must give notice when a General Meeting is adjourned for thirty days or more. Notice must be the same as for any General Meeting.

7.7. Voting

- 7.7.1. Each Voting Member has one vote.
- 7.7.2. A show of hands is used for voting by members present at a meeting, except for elections as per [ARTICLE 6.4](#) or by request as per [ARTICLE 7.7.7](#).
- 7.7.3. Various alternative voting methods available to the Members, including but not limited to electronic means, shall be determined on a per-vote basis by The Board and announced no less than three (3) days in advance of the vote.
 - 7.7.3.1. If the vote is not scheduled in advance, arising instead naturally from proceedings at a meeting, the vote shall proceed, assuming quorum. Notice of such a vote in order for absent members to cast absentee votes, electronic or otherwise, is at the discretion of those in attendance, and failure to do so shall not invalidate the vote. This does not apply to issues that must be decided by Special Resolution as per [ARTICLE 7.2.3](#).
- 7.7.4. In case of a tie, the vote shall be requested a second time. If the second vote also results in a tie, the tie will be broken by the Chair.
- 7.7.5. A majority of the votes of the Voting Members decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- 7.7.6. The President declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.
- 7.7.7. Five Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.
- 7.7.8. The Chair decides any dispute on any vote. The Chair decides in good faith and this decision is final.
- 7.7.9. In any vote selecting more than one result of the same type, a preferential voting system must be used.
 - 7.7.9.1. Examples of types of voting occasions that may use a preferential voting system if desired include, but are not limited to the following:
 - By-elections for a single board member position
 - Boolean or multiple-choice-single-result referenda
 - Combined ballots of multiple single-result by-elections and referenda as above.
 - 7.7.9.2. Examples of types of voting occasions that must use a preferential voting system include, but are not limited to the following:

AGM elections of all board member positions

Combined by-elections of multiple board member positions

Referenda selecting multiple activities from a list of potential activities.

7.7.9.3. Votes that would normally require preferential voting as per the above bylaw articles may bypass these requirements and use plurality voting if it is known ahead of the vote date that the total number of valid voting options of each type will be equal to or lesser than the number of options of that type that must be selected by that vote. Because such a ballot becomes a de-facto vote of confidence in the options rather than a selective determination, mandatory preferential voting need not apply.

7.8. Validity

No action taken at a General Meeting is invalid due to:

- 7.8.1. Accidental omission to give any notice to any Member;
- 7.8.2. Any Member not receiving any notice; or
- 7.8.3. Any error in any notice that does not affect the meaning.

ARTICLE 8 Finances

8.1. Registered Office

The Registered Office of The Society is located in the Edmonton Capital Region.

8.2. Budget and Expenditures

- 8.2.1. The President, with the assistance of the Treasurer and Vice President, shall draw up a proposed budget for the coming season and present it to The Board for consideration.
- 8.2.2. Expenditures of funds allocated in the budget shall have the approval of the President before payment is made.

8.3. Finance and Auditing

- 8.3.1. The fiscal year of The Society ends on July 31st of each year.
- 8.3.2. There must be an audit of the books, accounts, and records of The Society at least once each year. A qualified accountant, or two Members in Good Standing, will be appointed at each AGM to do this audit. At each AGM of The Society, the auditor submits a complete statement of the books for the previous year.

8.4. Seal of the Society

- 8.4.1. The Board may adopt a seal as the Seal of the Society.
- 8.4.2. The Secretary has control and custody of the seal, unless The Board decides otherwise.
- 8.4.3. The Seal of The Society can only be used by Directors authorized by The Board. The Board must pass a motion to name the authorized Directors.

8.5. Cheques and Contracts

- 8.5.1. The designated Directors sign all cheques drawn on the monies of The Society.
- 8.5.2. Directors may not sign any cheque payable to themselves.
- 8.5.3. All contracts of The Society must be signed by The Directors or other persons authorized to do so by resolution of The Board.

8.6. Books and Records

- 8.6.1. The Secretary keeps a copy of the Minute Books and records minutes for Special, Annual, and Monthly General Meetings as well as of Directors Meetings.
- 8.6.2. The Board keeps and files all necessary books and records of The Society as required by the Bylaws, the Societies Act, or any other statute or laws.
- 8.6.3. A Member wishing to inspect the books or records of The Society must give reasonable notice to the President or Secretary of The Society of their intention to do so.
- 8.6.4. Unless otherwise permitted by The Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.
- 8.6.5. All financial records of The Society are open for such inspection by the Members.
- 8.6.6. Other records of The Society are also open for inspection, except for records that The Board designates as confidential.

8.7. Borrowing Powers

- 8.7.1. The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 8.7.2. The Society may issue debentures to borrow only by resolution of The Board confirmed by a Special Resolution of The Society.

8.8. Payments

- 8.8.1. Members of The Society may receive payment as compensation for time spent working on projects of the Society. Any honorarium amount must be based upon comparable work in the private sector and must be authorized by a Special Resolution.
- 8.8.2. Reasonable expenses incurred while carrying out duties of The Society may be reimbursed upon Board approval.
- 8.8.3. Except as otherwise defined in the Bylaws, The Society shall not pay any dividends nor distribute its property among its Members.
- 8.8.4. Members of The Society may not be compensated with waived fees for membership.

8.9. Protection and Indemnity

- 8.9.1. Each Director holds office with protection from The Society. The Society indemnifies each Director against all costs or charges that result from any act done in their role for The Society. The Society does not protect any Director for acts of fraud, dishonest, or bad faith.
- 8.9.2. No Director is liable for the acts of any other Director, employee, or volunteer. No Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Society. No Director is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Society, unless the act is fraud, dishonest, or bad faith.
- 8.9.3. Directors can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors are not held liable for any loss or damage as a result of acting on that statement or report.
- 8.9.4. The Society as a whole will maintain current insurance for liability and property loss.

ARTICLE 9 Arbitration, Amendments and Dissolution

9.1. Arbitration

- 9.1.1. Primary arbitration shall:
 - 9.1.1.1. Take place within the Society;
 - 9.1.1.2. Require selection of a third party arbitrator acceptable to all parties involved in the dispute; and
 - 9.1.1.3. Be binding to all parties to the decision made by the third party.

9.2. Amending the Bylaws

- 9.2.1. These Bylaws may be cancelled, altered, or added to by a Special Resolution at any Annual General or Special General Meeting of The Society.
- 9.2.2. Twenty one (21) days' notice of intent to change the Bylaws must be given as per [ARTICLE 7.2.2](#), and details of proposed changes to the Bylaws must be released for review a minimum of seven (7) days before the vote as per [ARTICLE 7.2.5.2](#).
- 9.2.3. The amended bylaws take effect after approval of the Special Resolution at the AGM or SGM and acceptance by the Corporate Registry of Alberta.

9.3. Dissolving the Society

- 9.3.1. If The Society is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization.
- 9.3.2. Members select this organization by Special Resolution.
- 9.3.3. In no event do any Members receive any assets of The Society.

These Bylaws are hereby accepted and approved by the Membership and The Board of the Edmonton New Technology Society, on this ____ of _____, _____.

Signature: _____

Print Name: _____

Full Address: _____

Signature: _____

Print Name: _____

Full Address: _____

Signature: _____

Print Name: _____

Full Address: _____

Signature: _____

Print Name: _____

Full Address: _____

Signature: _____

Print Name: _____

Full Address: _____

Witness:

Signature: _____

Print Name: _____

Full Address: _____