Bylaws

Updated: September 14, 2025

1. NAME AND DOCUMENT PURPOSE
    1. Name
       The name of the organization shall be the “Edmonton New Technology Society” to be hereinafter referred to as “The Society”.
    2. Document Purpose
       The following articles set forth the Bylaws of The Society.
2. DEFINITIONS AND INTERPRETATIONS
    3. Definitions
       In these Bylaws, the following words and phrases have these meanings.
        1. “Societies Act” or “The Act” means the Societies Act R.S.A 2000, Chapter S-14, or any statute substituted for it.
        2. “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; or otherwise defined by The Act.
        3. “Workspace”, “Space”, or “The Space” means the collaborative workspace made available to The Society Members.
    4. Interpretation
       The following rules of interpretation must be applied in interpreting these Bylaws.
        1. The Singular also includes the Plural and vice-versa.
        2. Headings are for convenience only. They do not affect the interpretation of these Bylaws.
        3. These Bylaws must be interpreted broadly and generously.
3. MEMBERSHIP
    1. Application
        1. To apply for Membership, an individual must be a natural person and be 16 years or older.
    2. Admission
        1. Any individual may become a Member upon:
            1. The approval and discretion of a Director and ratification of the Board; and
            2. Paying the Application Fee, if any; and
            3. Signing all applicable waivers.
    3. Fees and Dues
        1. Application Fees and Membership Dues, if any, for The Society shall be documented accordingly in The Society Policies.
        2. Membership Dues, if any, shall be due monthly from each member. Membership Dues may be paid at most 3 months in advance at the discretion or request of The Society or the individual Member in question.

3. Members in good standing will be notified a minimum of one calendar month in advance of changes to the monthly membership dues.
4. All fees and dues shall be considered non-refundable.

4. Rights and Privileges of Members
    1. Members in good standing are entitled to:
        1. Access The Space, in accordance with any procedures and conditions of their membership as defined in The Society Policies;
        2. One vote at meetings of the Society;
        3. Access any electronic resources made available to The Society Members via the Internet or other electronic means;
        4. Receive notice of meetings of the Society;
        5. Attend any meeting of the Society;
        6. Speak at any meeting of the Society;
        7. Exercise other rights and privileges given to Members in these Bylaws and The Society Policies.
    2. No right or privilege of any Member is transferable.
5. Expectations of members
    1. All Members are required to agree to the current Society Policies.
    2. 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.
    3. A Member may not conduct primarily business pursuits within the Society, without any further interaction, education, or collaboration with the general membership.
    4. Any Member may be subject to disciplinary action for any reason the society deems reasonable
    5. Breaches of the Bylaws or Policies will be brought to the attention of the Board of Directors. The President has the right to suspend membership pending a determination of the matter. A panel of at least 3 Directors will be convened by the President to determine whether in fact a rule has been breached and, if so, the appropriate sanction. The affected member will have the right to appear before the panel and be made aware of the allegations of breach and the information in support. They will have the right to present information and make representations as to finding or sanction, if any. Finally, they will have the right to a prompt decision and the reasons for it.
        1. If the panel determines that there has been a breach of the Bylaws or Policies, it may impose one or more of the following sanctions: Conditions on their membership, Temporary suspension or Membership termination.
        2. The decision of the panel is final.
6. Termination or Suspension of Membership
    1. Any Member may resign from The Society by providing written notice to The Board.
    2. The membership of a Member is ended upon death.
    3. If a Member is in arrears for a period of time as defined in The Society policies, their membership may be terminated by The Board.

4. The Society may, upon a majority vote of all members, or a three-quarters 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. Any member may temporarily suspend their membership within the bounds of the Society Policies by providing notice to The Board of their intent.

7. Membership Classifications
    1. The Society may, from time to time, add or remove membership classes from the membership types available within the Society and any exceptions to rights or privileges will be defined in the Society Policies.
    2. The Society Policies may grant the rights and privileges of these Bylaws to a membership class defined in the Policies.

4. THE BOARD
    1. Purpose and Duties
        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 to it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of The Society.
        2. The Board has the powers of The Society, except as stated in the Societies Act. The powers and duties of The Board include:
            1. Promoting the objects of The Society and the spirit and traditions of The Society;
            2. Promoting membership in The Society;
            3. Maintaining and protecting The Society’s assets and property;
            4. Approving an annual budget for The Society;
            5. Ensuring all expenses for operating and managing The Society are paid;
            6. Collecting fees and dues from Members on behalf of the Society, for immediate transfer to The Director acting as Treasurer;
            7. Ensuring persons are paid for services and protecting persons from debts of the Society;
            8. Investing any extra monies;
            9. Financing the operations of the Society, and borrowing or raising monies;
            10. Appointing legal counsel as necessary;
            11. Setting policies, rules and regulations for operating The Society and using its facilities and assets;
            12. Selling, disposing of, or mortgaging any or all of the property of The Society as necessary.
    2. Composition
        1. The Board shall consist of five members. The Board is elected by the members of The Society.
        2. The officers of The Society shall be a President, Secretary and Treasurer. The roles of Secretary and Treasurer may be the combined into the single office of Secretary-Treasurer.
        3. The office of President and Secretary shall be filled at all times. The Board shall appoint a Director to fill these positions should a vacancy arise.

4. The Board shall appoint the Officers of The Society. All Officer appointments shall be ratified at the next Meeting of the Membership of The Society.
5. A director may serve on the Board for an indefinite number of terms.
6. When a Director resigns or is removed from the board, that Director cannot be re-elected to the Board for six months from the time of resignation. The membership may vote to override this at a Special General Meeting.

3. Qualifications
    1. All Members of The Board must be Members in Good Standing of the Society.
    2. The President must be a permanent resident of the Edmonton Capital Region.
    3. A Member must have been a Member in Good Standing for a minimum of four months prior to being eligible for election to the board.
4. Election
    1. The Secretary shall act as Returning Officer in elections, unless the Secretary is running in the election, in which case a Member in Good Standing will be chosen to act in place of the Secretary.
    2. The term of a Director is until the next Annual General Meeting of The Society. All positions must be re-elected at the Annual General Meeting. Directors are expected to continue to serve until their successors are elected and installed, except in cases of removal or resignation.
    3. Candidates must be Members in Good Standing and inform the returning officer of their intent to run at least forty-eight hours in advance of the election. Only candidates so declared will be valid candidates for the election.
    4. Elections shall be by secret ballot, except where secret ballot is waived by the Member casting the vote.
    5. Any contested election for a Board position must use a single transferrable vote preferential voting system. Any uncontested election will be determined by a simple majority per candidate.
5. Resignation, Death, or Removal
    1. Any member of The Board may resign from office by providing seven days notice. 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.
    2. Members in Good Standing may remove any Director or Officer upon a majority vote at a Special General Meeting called for this purpose.
    3. If a position is vacated and the board size falls below the minimum, an election shall be held within forty-five calendar days of the vacancy.
    4. Any member of The Board absent for four consecutive regularly scheduled Directors Meetings may be removed from The Board through majority vote at the next Directors Meeting.
    5. In the event of a vacancy on the board, the members must be notified at the next General Meeting.
6. Directors Meetings
    1. The Board shall meet at least monthly.
    2. The Board may set regulations governing the calling and medium of its meetings (notice, date, time, and place), the conduct of business thereat, and generally as to the conduct of its affairs. These will be documented in The Society Policies.

3. The President shall call and chair the meetings. The President shall also call a meeting if any two Directors make such a request by providing notice or while having the floor at a general meeting or Board meeting, and state the business for the meeting.
4. 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.
5. One half of Directors, rounded up, shall be considered a quorum for all Directors Meetings; votes shall be passed by a simple majority unless otherwise agreed upon.
6. If there is no quorum, the chairperson 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.
7. Each Director has one vote.
8. Directors Meetings are open to Members in Good Standing, but only Directors may vote. A majority vote of The Board may ask any other Member or other persons to leave.
9. A majority vote of The Board may move a meeting, or any portion thereof, in-camera at any time.
10. 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.
11. Directors shall not be able to assign proxies to represent them at Directors Meetings.

7. Duties of the President

   The president:

   1. Oversees that the various duties of the Directors are being discharged properly; and
   2. Chairs all Directors Meetings and General Meetings of The Society; and
   3. Is an *ex-officio* member of all Committees; and
   4. Acts as a public relations figure on behalf of The Society; and
   5. Solicits financial assistance for the operation of The Society, including acting as chair for all bingos, casinos, and applying for all grants; and
   6. At all times, promotes the integrity and spirit of The Society, past, present, and future; and
   7. In conjunction with the Treasurer/Secretary-Treasurer, 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.

8. Duties of the Treasurer

   The Treasurer:

   1. Ensures all monies paid to The Society are deposited in a chartered bank, treasury branch or trust company chosen by The Board; and

2. Provides a detailed account of revenues and expenditures to The Board upon request; and
3. Ensures an audited statement of the financial position of The Society is prepared and presented to the Annual General Meeting; and
4. Submits monthly financial reports to The Board; and
5. Reports and reconciles the year's expenditures within 1 week of the submission deadline for expenses in the Society Policies; and
6. Oversees organization of fundraising committees; and
7. Assists the President in the solicitation of financial assistance for The Society.

9. Duties of the Secretary

   The Secretary:

   1. Records minutes of all meetings of The Board; and
   2. Maintains a permanent record of meeting minutes; and
   3. Manages incoming and outgoing correspondence of The Society, ensuring delivery to the proper member; and
   4. Makes sure all notices of Board meetings are sent; and
   5. Maintains an up to date membership list in compliance with all prevailing privacy legislation.

10. Committees

    1. The Board or Membership may appoint committees to advise The Board and carry out responsibilities pertaining to The Society operations and the pursuit of The Society's objectives.
    2. A Chairperson for each Committee must be selected and notice be provided to The Board.
    3. 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.
    4. Two days notice is provided to each member of the committee. The notice states the date, place and time of the committee meeting. Committee members may waive notice.
    5. A majority of the committee members present at a meeting is quorum.
    6. Each member of the committee, including the Chairperson, has one vote at the committee meeting.
    7. All members of the committee, including the Chairperson, must be Members in Good Standing.

5. Meetings of the Society

   1. General Meetings

      1. The Secretary provides notice to each Member which states the place, date, and time of General Meetings and any business requiring a Special Resolution.
      2. Notice will be provided at least seven days in advance of the meeting, except in the case of Special or Annual meetings where twenty-one days notice will be provided.
      3. Nine members, or one-half of members, whichever is lesser, in good standing shall constitute a quorum for all Special, Annual and Monthly General Meetings.
      4. General Meetings may be called at any time by The Board with notice.

5. General Meetings shall be held once per calendar quarter.
6. General Meetings are open to the public.
7. Any member may be removed from a General Meeting upon a three-quarter majority vote of members present at the meeting.
8. Any non-member may be removed from a General Meeting upon a simple majority vote of members present at the meeting.
9. The chairperson may adjourn the General Meeting if a quorum is not present at start of the meeting. If a quorum is not present within one half hour after the set time of the adjourned meeting, the meeting will proceed with the Members in attendance.
10. Annual General Meetings are held on or before September 15 in each year in the Edmonton Capital Region and shall deal with at least the following matters:
    1. Considering the President's report; and
    2. Reviewing the financial statements setting out The Society's income, disbursements, assets, and liabilities and the auditor's report; and
    3. Election of the Directors.
11. Special General Meetings may be called at any time:
    1. By a resolution of The Board to that effect; or
    2. On the request of at least three Directors; or
    3. On the written request of at least one-third of the Members in Good Standing.

    The request or resolution must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.
12. A Special General Meeting must be called to complete any of the following actions outside of the Annual General Meeting:
    1. Amending, rescinding or modifying the Bylaws; or
    2. Electing Directors to The Board; or
    3. Exercising borrowing powers; or
    4. Any other action defined in the Society Policies.
13. 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.
    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.
14. The notice of a Special General Meeting must, when available and under best effort, include the specifics of all business to be conducted at the meeting. If the specifics are not yet available due to other Bylaw timelines or other reasonable constraints, the specific details of each item of business must be provided no later than seven days prior to the meeting.

2. Chairperson
    1. The Secretary chairs in the absence of the President.
    2. If neither the President nor Secretary is present within one half hour after the set time for the General Meeting, the Members present choose one of the Members to chair.

3. The President may appoint an external chairperson for the Meeting.

3. Voting
    1. Each Member in Good Standing has one vote.
    2. Votes are decided by a simple majority unless otherwise required or as specified in the Society Policies.
    3. A show of hands is used for voting by members present at a meeting, except for where otherwise specified herein or when an alternate method is agreed upon by the majority members present.
    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 chairperson.
    5. The chairperson 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, unless a formal count is moved.
    6. Five Members in Good Standing may request a ballot vote. In such case, the chairperson may set the time, place and method for a ballot vote.
    7. The chairperson decides any dispute on any vote. The chairperson decides in good faith and this decision is final.
4. Validity

    No action taken at a General Meeting is invalid due to:
    1. Accidental omission to give any notice to any Member; or
    2. Any Member not receiving any notice; or
    3. Any error in any notice that does not affect the meaning.
5. Logistics
    1. The ultimate authority for conducting any meeting of The Society, including Directors Meetings, and all its committees shall be an unabridged edition of Robert's *Rules of Order*.
    2. Any meeting of The Society, including Directors Meetings, and all its committees may be held electronically using voice and/or video conferencing.

6. Finances
    1. Registered Office

        The Registered Office of The Society is located in the Edmonton Capital Region.
    2. Budget and Expenditures
        1. The President and Treasurer shall draw up a proposed budget for the coming fiscal year and present it to The Board for consideration prior to the fiscal year starting.
            1. The Society shall operate on the most recently approved budget if The Board has not approved a budget for the fiscal year, until a budget is approved.
        2. Expenditures of funds allocated in the budget shall have the approval of the Board before payment is made.
        3. A Special General Meeting shall be called by the Board for the purpose of approving an expenditure's value, be it an individual contract or cumulative value with the same entity within the fiscal year, which exceeds 5% of the Society's last filed annual income.
    3. Finance and Auditing
        1. The fiscal year of The Society ends on July 31st of each year.

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 Annual General Meeting to do this audit. At each Annual General Meeting, the auditor submits a complete statement of the books for the previous year.

4. Seal of the Society
    1. The Board may adopt a seal as the Seal of the Society.
    2. The Secretary has control and custody of the seal, unless The Board decides otherwise.
    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.
5. Cheques and Contracts
    1. The designated Directors, as chosen by a resolution of The Board, sign all cheques drawn on the monies of The Society.
    2. Directors may not sign any cheque payable to themselves.
    3. All contracts of The Society must be signed by The Directors or other persons authorized to do so by resolution of The Board.
6. Books and Records
    1. The Secretary keeps a copy of the Minute Books and records minutes for all General and Director meetings.
    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.
    3. A Member wishing to inspect the books or records of The Society must give reasonable notice to the President or Secretary of their intention to do so.
    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.
    5. All financial and non-confidential records of The Society are open for such inspection by the Members.
7. Borrowing Powers
    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.
    2. The Society may issue debentures to borrow only by resolution of The Board confirmed by a Special Resolution of The Society.
8. Protection and Indemnity
    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, dishonesty, or bad faith.
    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.

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.
4. The Society as a whole will maintain current insurance for liability and property loss.

7. Arbitration, Amendments and Dissolution
    1. Arbitration
        1. Primary arbitration shall:
            1. Take place within the Society; and
            2. Require selection of a third party arbitrator acceptable to all parties involved in the dispute; and
            3. Be binding to all parties to the decision made by the third party.
    2. Amending the Bylaws
        1. These Bylaws may be cancelled, altered, or added to by a Special Resolution at any Annual or Special Meeting.
    3. Dissolving the Society
        1. If The Society is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization.
        2. Members select this organization by Special Resolution.
        3. In no event do any Members receive any assets of The Society.

APPENDIX A

- Where Single Transferrable Voting is used, the following method will apply:
- 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.
- The election proceeds through a series of rounds
    - Any candidates who receive sufficient first preference votes to meet or exceed the required number of votes are elected
    - If after counting all of the first preference votes candidates remain to be elected,
        - The second preferences of the candidate with the least amount of first preference votes are re-allocated to the remaining unelected candidates.
        - 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
    - This method will continue until the required number of candidates reach the required number of votes.

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