

# ALBERTA MYCOLOGICAL SOCIETY BYLAWS

## ARTICLE 1: INTRODUCTION

### 1.1 The Name of the Society

The name of the *Society* is the *Alberta Mycological Society*.

### 1.2 The Bylaws

These articles set forth the Bylaws of the *Alberta Mycological Society*.

## ARTICLE 2: MEMBERSHIP

### 2.1 Categories of Members

There shall be five categories of members:

- (a) Individual members will include individuals who have paid the annual membership fees designated for such membership;
- (b) Family members will include members of a family who have paid the annual membership fees designated for such membership;
- (c) Student members will include individuals registered at an educational institution who have paid the annual membership fees designated for such membership;
- (d) Corporate members will include corporations who have paid the annual membership fees designated for such membership; and
- (e) Honorary Life members will include any individual and their family recommended for such membership by the Board of Directors, provided that the granting of such membership to an individual recommended by the Board of Directors is subsequently approved by a majority vote of the members of the *Society*.

### 2.2 Admission of Members

Any individual, family, student or corporation may become a member in the appropriate category by making application to the Membership Coordinator, paying the annual membership dues and meeting the requirements in Article 2.3. Any application for a new membership in the society shall become effective only upon approval of the application by the Board of Directors, at the next meeting of the Board following receipt of the application by the society, or as soon as practicable thereafter. A renewal of an existing membership shall not be considered an application for a new membership and any renewal will take effect immediately, subject to compliance with Article 2.3.

## **2.3 Membership**

2.3.1 Any person who supports the purposes of the *Society* and pays the prescribed annual membership fee shall become a member in good standing and shall be entitled to a voice and vote at any Annual, General, or Special Meeting of the *Society*.

2.3.2 The membership period will encompass one full year from the date the person pays the prescribed membership fee pursuant to paragraph 2.3.1. Membership fees are due on the first day following the elapse of the aforementioned membership period. If a member has not paid their fees within one month following the expiry of their membership, they will cease to receive any notices of meetings or events thereafter.

2.3.3 The annual fees for the various categories of membership other than Honorary Life membership will be as prescribed by the Board of Directors, subject to approval by a majority vote of the members of the *Society* at a meeting of the membership. There will be no fee required for Honorary Life membership.

## **2.4 Rights, Privileges and Obligations of Members**

2.4.1 Every member is entitled to:

- (a) receive notice of Annual, General, and Special meetings of the *Society*;
- (b) attend any meeting of the *Society*;
- (c) speak at any meeting of the *Society*, and
- (d) exercise other rights and privileges given to members in these Bylaws and as may be determined by the Board of Directors from time to time.

2.4.2 Voting

All members in good standing who are at least eighteen (18) years of age shall be entitled to vote at meetings of the *Society*. Such vote must be made in person and not by proxy.

## **2.5 Termination of Membership**

2.5.1 Resignation

Any member may resign from the *Society* by sending or delivering a written Notice to the President, or in the event that the President is not available, to the Vice-President. Once such Notice has been received and noted by the President or the Vice-President, the member's name shall be removed from the Membership list.

2.5.2 Expulsion of Members

The Board may expel any member from membership for any cause which the Board deems reasonable, at a duly-called meeting of the Board for which notice of the motion to expel the member has been given to members of the Board, provided that at least 75% of the Board members present at the meeting vote in favour of the motion to expel the member. In the event that a motion for the expulsion of a member is carried by the required majority vote, the name of the member will be removed from the Membership list and the member will cease to be a member. An expelled member shall forfeit their membership fee.

## **2.6 Limitation on the Liability of Members**

No individual Member shall be liable for any debts or liabilities of the *Society*.

## **ARTICLE 3: GOVERNMENT OF THE SOCIETY**

### **3.1 The Board of Directors**

3.1.1 Board of Directors, Executive Committee, or Board, shall mean the Board of Directors of the *Society*.

3.1.2 Powers and Duties of the Board of Directors

The Board shall, subject to the Bylaws or directions given it by majority vote at any properly called and constituted meeting, have full control and management of the affairs of the *Society*.

3.1.3 Composition of the Board of Directors

The Board of Directors of the *Society* shall consist of a minimum of four (4) directors plus the non-voting Past-President, providing they continue to be a member of the *Society*. At a minimum, the positions to be filled are: President, Vice-President, Secretary and Treasurer. (to be known as "the Executive Committee"). The maximum number of directors will be fourteen (14), not including the Past-President. Other positions on the Board may include Newsletter Editor, Program Coordinator, Communications Coordinator, Membership Coordinator and Foray Coordinator, subject to the availability of members of the *Society* willing to assume responsibility for these positions.

3.1.4 Election of the Board of Directors and Terms of Office

At the Annual General Meeting the Voting Members shall elect all members of the Board of Directors, except for the Past-President. The members of the Board of Directors shall be elected for a two (2) year term.

3.1.5 Removal of a member of the Board of Directors

Voting members may remove any member of the Board of Directors, including the President and the immediate Past-President, before the end of the Board of Directors member's term.

3.1.6 Vacancy on the Board of Directors

If there is a vacancy on the Board of Directors, the remaining members of the Board of Directors may appoint a member in good standing to fill that vacancy until the next Annual General Meeting.

3.1.7 Meetings of the Board of Directors

Meetings of the Board will be held as often as may be required and will be called by the President. Upon the written request to the President or any two directors stating the business to be considered by the Board at a meeting, the President shall call a Special Board Meeting to consider that business. Notice of a Board meeting may be and will be deemed sufficient if given at least 5 days before the date set for the meeting by email, mail, facsimile or telephone.

3.1.7.1 Meetings without notice

Meetings may be held without notice if a quorum of the Board is present, provided, however, that any business transactions at such meetings shall be ratified at the next regularly called meeting of the Board. Otherwise those transactions shall be null and void.

3.1.7.2 Quorum

Any four (4) directors shall constitute a quorum.

### 3.1.7.3 Irregularities

Irregularities or errors done in good faith shall not invalidate any actions of the Board of Directors.

### 3.1.7.4 Waiver of Formal Notice

Members of the Board of Directors may waive formal notice of a meeting.

## **ARTICLE 4: MEETINGS OF THE SOCIETY**

### **4.1 General Meetings**

General Meetings of the *Society* shall be held as established by the Board of Directors. A General Meeting may deal with any matter related to the affairs of the *Society* except the election of members of the Board of Directors.

### **4.2 Annual Meeting**

The *Society* shall hold an Annual General Meeting not later than March 31<sup>st</sup> of each year.

#### 4.2.1 Agenda

The Annual Meeting shall deal with the following matters:

- (a) approval of the annual report of the President;
- (b) approval of the annual financial statement setting out the income, disbursements, assets and liabilities of the *Society*;
- (c) approval of the activity reports from the Committees;
- (d) election of the members of the Board of Directors who will hold office until the next Annual General meeting; and
- (e) any other matters specified in the meeting notice.

### **4.3 Special Meeting**

4.3.1 A Special Meeting may be called at any time:

- (a) by a resolution of the Board of Directors to that effect, or
- (b) on the written request of at least twelve (12) of the Voting Members. The request shall state the reason for the Special Meeting and the Motion(s) intended to be submitted.

#### 4.3.2 Agenda

Only the matter(s) set out in the Notice for a Special Meeting shall be considered.

### **4.4 Proceedings at a General, Annual, or a Special Meeting**

#### 4.4.1 Quorum

A Quorum required to consider any resolution shall be at least twelve (12) Voting Members in good standing.

#### 4.4.2 Presiding Officer

4.4.2.1 The President shall chair the General, Annual, and Special Meetings of this *Society*. The Vice-President shall chair in the absence of the President.

4.4.2.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the Annual, General, or Special Meeting, the Members present shall choose one (1) of the Members to chair.

#### 4.4.3 Voting

4.4.3.1 Each Voting Member has one (1) vote.

- (a) A show of hands decides every vote at every Annual, General, or Special Meeting.
- (b) A ballot shall be used if a majority of Voting Members present request it.
- (c) A Voting Member shall not vote by proxy.

4.4.3.2 A majority of the votes cast by the Voting Members present shall decide each issue and resolution, unless the issue needs to be decided by a Special Resolution.

4.4.3.3 "Special Resolution" means a resolution:

- (a) passed by a vote of not less than 75% of those members entitled to vote at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, or
- (b) a resolution passed 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 entitled at a general meeting to vote on the resolution in person.

#### 4.4.4 Flawed Notices Remain Valid

No action taken at the Annual or Special Meeting is invalid due to:

- (a) accidental omission of giving Notice to any Member;
- (b) any Member not receiving any Notice, or
- (c) any error in any Notice that does not affect the intended meaning.

### 4.5 NOTICE

4.5.1 The member of the Board of Directors charged by the Board with doing so will notify each Member at least twenty-one (21) days before the Annual General Meeting. At least seven (7) days' Notice will be given of a General meeting or a Special Meeting. A notice of a meeting shall state the place, date, and time of the meeting, and any business requiring a Special Resolution. Notices may be given by email, facsimile or mail.

## ARTICLE 5: REGISTERED OFFICE, FINANCIAL MATTERS AND SOCIETY RECORDS

### 5.1 The Registered Office

5.1.1 The Board of Directors shall determine the Registered Office of the *Society*.

### 5.2 Fiscal Year

5.2.1 The fiscal year of the *Society* shall be determined by the Board of Directors.

### **5.3 Books of Account and Audit**

5.3.1 The Treasurer shall cause proper books of accounts to be kept reflecting a full and complete record of financial transactions of the *Society* and shall so soon as practicable following the end of the fiscal year prepare a Financial Statement of the *Society* setting out its income, disbursements, assets and liabilities.

5.3.2 The Financial Statement will be audited either by a chartered accountant chosen for this purpose by the Board or by two members appointed at the Annual General Meeting of the *Society* to audit the Financial Statement of the *Society* for presentation to the members at the next Annual General Meeting.

5.3.3 The Treasurer and the President or one of them plus one of two other officers appointed for that purpose by the Board shall sign all cheques drawn on the bank accounts and other moneys of the *Society*.

### **5.4 Maintenance and Inspection of Society Records**

5.4.1 The Secretary shall prepare and have custody of minutes of proceedings of meetings of the *Society* as required by the Bylaws or the *Societies Act*.

5.4.2 Documents or records of the *Society*, including financial records and the register of members of the *Society*, may be examined by members and directors at the Annual General Meeting or during normal business hours upon giving at least two (2) clear business days' written notice to the President or the Secretary of the *Society* of the member's intention to conduct such examination, specifying the documents or records they wish to examine. The examination will take place at the registered office of the *Society* unless another place for the examination is designated by the President or the Secretary.

5.4.3 Within a reasonable time of receiving a request from a member for a copy of the membership register or of an excerpt from the same, the *Society* shall, upon payment by the member of a sum not exceeding \$0.25 for every 100 words to be copied, provide to that member the copy of the membership register or the excerpt requested, provided that the member certifies that they require the copy of the membership register or the excerpt only for use by the member for matters relating to the affairs of the *Society*.

### **5.5 No Remuneration to Board of Directors**

5.5.1 No Board member of the *Society* shall receive any remuneration for services to the *Society* for performance of their duties and responsibilities as a director, however, the *Society* may pay a director or a business or corporation in which a director has an interest for goods or services provided to the *Society* which are not part of the performance of the director's duties and responsibilities, provided that the amount so paid is reasonable, that the director has informed the Board of their interest in the business or corporation, that the Board has approved the expenditure with knowledge of the director's interest and that the Board of Directors informs the membership of the expenditure to the director, their associated business or corporation at the next Annual General Meeting or sooner.

5.5.2 Reasonable expenses incurred while carrying out duties of the *Society* may be reimbursed following approval by the Board of Directors.

## **ARTICLE 6: AMENDING THE OBJECTS OR THE BYLAWS OF THE SOCIETY**

## **6.1 Special Resolution Required**

The Objects of the *Society* or the Bylaws shall be amended, repealed, altered, or added to by a Special Resolution of the *Society*.

## **6.2 Notice of Proposed Changes**

The Notice of the meeting to consider the Special Resolution for the amendment, repeal, or alteration of the Objects or the Bylaws of the *Society* shall include details of the proposed amendment, repeal, or alteration.

## **6.3 When Amended Objects or Bylaws Take Effect**

The amended Objects of the *Society* or the amended Bylaws shall take effect only after the respective Special Resolutions have been filed with and accepted by the Corporate Registry of Alberta.

## **ARTICLE 7: USE OF RESOURCES; DISSOLVING THE SOCIETY**

### **7.1 All Resources Devoted to the Objects of the Society**

All the resources of the *Society* shall be devoted to the Objects of the *Society* and no part of the income or revenues shall be payable to or otherwise available for the personal benefit of any Member of the *Society*, however, the *Society* may pay a member or a business or corporation in which a member has an interest for goods or services provided to the *Society* by the member which are not part of the performance of the member's duties and responsibilities as a member of the *Society*, provided that the amount so paid is reasonable, that the member has informed the Board of their interest in the business or corporation, that the Board has approved the expenditure with knowledge of the member's interest and that the Board of Directors informs the membership of the expenditure to the member, their associated business or corporation at the next Annual General Meeting or sooner.

### **7.2 Special Resolution Required to Dissolve**

Dissolving the *Society* shall require a Special Resolution of the *Society* as described in Article 4.4.3.3

### **7.3 Donation of Assets**

Upon a winding-up, amalgamation or dissolution of the *Society*, all of its assets and accumulated income are to be transferred to an organization with similar objects that qualifies for exemption under paragraph 149(1)(f) or (l) of the *Income Tax Act* of Canada, and regulations thereunder, amendments thereto or substitution thereof.

### **7.4 No Distribution of Assets to Members**

The *Society* shall not declare any dividend or distribute its property to any of its members during its existence.

### **7.5 Borrowing Powers**

For the purpose of carrying out its objects, the *Society* may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the granting of security agreements, but this power shall be exercised only under the authority of the *Society*, and in no case shall a security agreement be granted without the sanction of the *Society*.

## **7.6 Seal**

The Secretary shall have charge of the seal, which seal whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or the inability of either to act, by the Vice-President.