



Society of Edmonton Atheists

By-Laws

As Adopted on Tuesday, 2 April 2013

MEMBERSHIP

Becoming a member

1. Membership fee, if any, in the society shall be determined, from time to time, by the members at a general meeting.
2. Any person residing in Alberta may become a member by a favourable vote passed by a majority of the Board at a regular meeting of the society or a meeting of the Board, and upon payment of the membership fee.
3. Such voting shall be by show of hands, unless the meeting by resolution otherwise decides.

Lifetime membership

4. Any person may become a lifetime member of the society by a favourable vote passed by a majority of the Board at a regular meeting of the society or at a meeting of the Board.
5. Such a lifetime membership is to be considered in the case of exceptional dedication or contribution to the society, or a donation of \$500 as payment for or towards society expenses.
6. A lifetime member has all of the rights of a paid member in good standing.
7. Any lifetime member upon a two-thirds (2/3) vote of all members of the society in good standing may be expelled from membership for any cause which the society and the Board may deem reasonable.

Withdrawal or expulsion of a member

8. A member shall cease to be a member upon the first of the following events:
 - (1) Providing written notice of resignation to the Board through its President or Secretary;

- (2) If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of three months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated.
- (3) The Member becoming deceased; and
- (4) The Board passing a resolution that the member's behaviour or actions are detrimental to the reputation of the Society or its Objects or that the member has materially breached the Society's Rules. In such case, the Board shall provide the member with seven (7) days' notice of a meeting of the Board to consider such revocation which shall include the grounds for revocation, and at which the member may make representations to the Board.

EXECUTIVE BOARD

9. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society.
10. The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President.
11. A special board meeting may be called on the instructions of any two board members provided they request the President in writing to call such meeting, and state the business to be brought before the meeting.
12. Meetings of the Board shall be called by 10 days notice in writing mailed to each member of the Board or by three days notice by fax or telephone.
13. Any five members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
14. All Board Members, excluding the President, shall have a vote at a Board meeting. Notwithstanding, in the event of a tie vote, the President shall have the casting vote. For greater certainty, any other persons who attend a Board meeting shall not be entitled to vote.
15. For time-sensitive issues, any member of the Board may submit a motion via electronic means to be seconded, discussed and voted on by all Board members, with the President collecting the votes and reporting the results as soon as a majority decision is reached.

16. The Board, and any members, employees, or contractors of the Society who are admitted by the Board, shall be entitled to attend a Board Meeting.
17. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.

Ceasing to be a board member

18. A Board Member shall cease to be a Board Member upon the first of the following:
 - (1) Upon ceasing to be a member;
 - (2) Upon delivery of a written resignation to the President or Secretary;
 - (3) In the case of the Treasurer, upon becoming bankrupt;
 - (4) Upon death; or
 - (5) Upon a resolution that he or she be removed from office passed by a resolution of the majority of the remaining Board Members or the majority of members at a General Meeting.

Vacancies

19. Vacancies occurring on the Board shall be filled by the Board until the next Annual General Meeting provided that in the event of the death or resignation of the President, the Board shall fill such vacancy as it deems fit in the following manner:
 - (1) It shall appoint a Board Member to hold such office until the next Annual General Meeting where the members shall elect an member to fill such office for the remainder of the term; or
 - (2) The Board shall call a General Meeting for the purpose of the members voting to fill such office within a member for the remainder of the term.
20. The Board shall include the immediate Past-President of the society, provided that he/she is a member in good standing, unless he/she has been elected to another Board position.

Committees

21. The Board may strike any committees it deems advisable provided that the committees must report to the Board and may only act in accordance with the mandate provided by the Board. Without limitation, the Board shall strike a funding committee with such mandate the Board determines and with the President as chair of such committee and a nominating committee to determine which members it wishes to nominate for election to the Board at the next Annual General Meeting.

RULES

22. The Board may prescribe such Society Rules as are not inconsistent with these Bylaws relating to the management and operation of the Society as they deem expedient, provided that such rules and regulations may be revoked by a majority vote of the members at any Annual General Meeting.

DUTIES OF THE EXECUTIVE

President and Vice-President

23. The President may be ex-officio a member of all Committees.
24. The President shall, when present, preside at all meetings of the society and of the Board.
25. In the absence of the President, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
26. The President shall serve as the chief spokesperson of the society, but may delegate this responsibility to other members.

Secretary

27. The Secretary shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. The Secretary is also responsible for incoming correspondence and ensuring the same is presented to the Board, and preparation of outgoing correspondence at the direction of the Board. The Secretary shall ensure that all records are properly filed in an approved manner. The Secretary shall send out notices of meetings at the direction of the President.
28. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board.

29. The Secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

Recording Secretary

30. The Recording Secretary shall attend and be responsible for keeping a true and accurate record of all proceedings at Board Meetings, General Meetings and Annual General Meetings.

31. If the Secretary is unable to attend a meeting, the Board may appoint any member as the acting Recording Secretary for the purposes of that meeting.

Treasurer

32. The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order.

33. The Treasurer shall properly account for the funds of the society and keep such books as may be directed.

34. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the society.

35. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

Directors

36. The Directors shall carry out such duties as determined by the Board.

AUDITING

37. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society. The fiscal year of the society in each year shall be 1 January to 31 December.

38. The books and records of the society may be inspected by any member of the society at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

MEETINGS

39. Where notice of any membership meeting is required by these bylaws to be given in writing, this includes notice by email provided that the email address has been previously known to function, and no notification that the email message was undeliverable has been received. Where written notice is not able to be sent by email, written notice shall be by letter to the last known address of the member, or provided to that member at a prior meeting, or notice by telephone.

Annual General Meeting (AGM)

40. This society shall hold an annual meeting on or before 30 April in each year, of which notice in writing to the last known address of each member shall be delivered in the mail fourteen (14) days prior to the date of the meeting.
41. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, Recording Secretary and four directors.
42. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed.
43. Any member in good standing shall be eligible to any office in the society.

General Meetings

44. General meetings of the society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member, delivered in the mail eight days prior to the date of such meeting.
45. A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, delivered in the mail eight days prior to the meeting.

Quorum

46. Ten (10) members in good standing or 20% of the members in good standing, whichever is less, shall constitute a quorum at any meeting.

VOTING

47. Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the society.
48. Such votes must be made in person and not by proxy or otherwise, except as allowed for in these bylaws.
49. Voting on any motion, other than a motion to amend the bylaws, may be done by proxy, provided that no less than 48-hours notice is given by the Secretary via mail or electronic means of the motion, and the Secretary will report the results of the proxy votes at the meeting or by electronic means to the membership. Proxy voting is not permitted for elections.

REMUNERATION

50. Unless authorized at any meeting and after notice for same shall have been given, no officer or member of the association shall receive any remuneration for his/her services.

BORROWING POWERS

51. 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 issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

BYLAWS

52. The Bylaws may be rescinded, altered or added to by a "Special Resolution".

DISSOLUTION

53. The society may vote to dissolve by special resolution at a special meeting called for this purpose.
54. In the event that the society votes to dissolve, or is unable to continue its usual activities resulting in dissolution of the society, all cash assets of the society at dissolution and subsequent cash assets from sale of all society property will, remaining after paying debts and liabilities, be donated to a charitable organization. The further details of such an award are the responsibility of the outgoing membership.