

Society Bylaw Change - Proof of Filing

Alberta Amendment Date: 2011/06/23

The Bylaws are filed as of 2011/06/23

Service Request Number: 16525580

Corporate Access Number: 502897523

Legal Entity Name: WOMONSPACE SOCIAL & RECREATIONAL SOCIETY OF EDMONTON

Legal Entity Status: Active

Fiscal Year End: 06/30

Annual Return

File Year	Date Filed
2010	2011/01/28
2009	2010/01/13
2008	2009/01/14

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Annual Return Form	10000900000141892	2000/06/22
Annual Return Form	10000101000303029	2001/12/17
Audited Financial Statement	10000901000303030	2001/12/17
Annual Return Form	10000701000303031	2001/12/17
Audited Financial Statement	10000301000303033	2001/12/17
Annual Return Form	10000003000018630	2003/06/17
Audited Financial Statement	10000903000018862	2003/06/17
Annual Return Form	10000703000673494	2004/03/31
Audited Financial Statement	10000403000673495	2004/03/31
Audited Financial Statement	10000304100212115	2004/12/16
Annual Return Form	10000604100212114	2004/12/16
Audited Financial Statement	10000305101176111	2006/01/24
Annual Return Form	10000505101176110	2006/01/24

Audited Financial Statement	10000906101818044	2007/01/16
Annual Return Form	10000206101818047	2007/01/16
Audited Financial Statement	10000407103675276	2008/01/30
Annual Return Form	10000607103675275	2008/01/30
Annual Return Form	10000207104705886	2009/01/14
Audited Financial Statement	10000007104705887	2009/01/14
Annual Return Form	10000807107501859	2010/01/13
Audited Financial Statement	10000407107501856	2010/01/13
Annual Return Form	10000607109994884	2011/01/28
Audited Financial Statement	10000207109994881	2011/01/28
Bylaws & Special Resolution	10000507110284736	2011/06/23

Registration Authorized By: COLLEEN SUTHERLAND
PRESIDENT

Society Bylaw Change - Registration Statement

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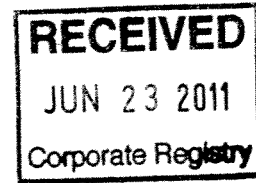
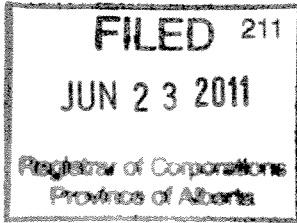
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Registration Authorized By: COLLEEN SUTHERLAND
PRESIDENT



SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at a meeting of the members of:

Womonspace Social & Recreational Society of Edmonton
(Name of Society)

on 03/17/2011
(month/day/year)

The by-laws were changed as follows:

the existing by-laws are repealed and they are replaced by the attached by-laws.

Date: June 22, 2011

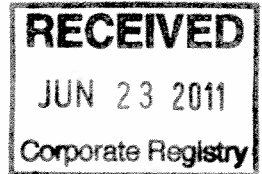
Signature: Colleen Sutherland
(original ink signature of authorized officer)

Printed Name: Colleen Sutherland

Title: President, Womonspace
(title of person who signed)

Womonspace

COPY



**WOMONSPACE SOCIAL &
RECREATIONAL SOCIETY OF EDMONTON**

BYLAWS

March 17, 2011

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ARTICLE 1 – PREAMBLE

1.1 The Name of the Society

The name of the society is: “Womonspace Social & Recreational Society of Edmonton of Alberta”, which may also be known as “Womonspace”, “WS”, or the “Society”.

1.2 The Bylaws

The following articles set forth are the Bylaws of Womonspace Social & Recreational Society of Edmonton of Alberta.

1.3 The Objects

The Objects of the Society are registered as a separate document and refer to the way that WS describes and identifies the reasons for which it was created and what it intends to achieve and will be a governing document in conjunction with these Bylaws.

ARTICLE 2 – DEFINITIONS

Definitions: in these Bylaws, the following words have these meanings.

- 2.1** “Act” means the Societies Act R.S.A. 2000, Chapter S-14 as amended, and/or statute substituted for it.
- 2.2** “Annual General Meeting” means the annual general meeting described in Article 4.1; may also be referred to as the “AGM”.
- 2.3** “Board” means the Officers and Directors of the Board of this Society.
- 2.4** “Director” means a person elected or appointed to the Board of Officers and Directors.
- 2.5** “Officer” means any person elected or appointed to the Board of Officers and Directors.
- 2.6** “Registered Office” means the Registered Office for the Society.
- 2.7** “Register of the Members” means the register maintained by the Board of Officers and Directors, containing the names of the Members of the Society.
- 2.8** “Society” means Womonspace Social & Recreational Society of Edmonton of Alberta.
- 2.9** “Board Meetings” are also referred to as: Regular Meetings or General Meetings.
- 2.10** “Special Meetings” means the special meetings described in Article 4.3.
- 2.11** “Special Resolution” is as defined in the Societies Act and requires:
1. Twenty-one (21) days prior notice to members;
 2. Quorum to be present at a general membership meeting; and
 3. Seventy-five percent (75%) vote of the members present and voting.
- 2.12** “Registrar” means the Registrar at the Corporate Registries office under the Act.

ARTICLE 3 – MEMBERSHIP

3.1 Terms of Admission

3.1.1 After filling in Membership Registration Form and paying any applicable fees the registrant(s) shall receive a receipt of payment and a Membership card(s) that entitles the registrant(s) to be a member(s) of **WS**.

3.2 Membership Dues

3.2.1 The Board decides annually, the membership dues for each category of Members, and the fees for various events held throughout the year on behalf of the Society.

3.2.2 Annual dues must be received by the end of the month in which membership commenced the year previous or membership will be discontinued.

3.2.3 Women experiencing financial difficulties at the time they are applying for or renewing their membership, may apply in writing to the Board of the Society to have all or part of their membership dues to be waived.

3.2.4 Members are solely responsible for ensuring their membership is current.

3.3 Member in Good Standing

3.3.1 A member in good standing is one whose current membership fees or other required fees are paid in accordance with these Bylaws, and who is not under any disciplinary action.

3.3.2 A member is in good standing when the membership dues are not more than 30 days in arrears and when a membership is already in existence and/or it comes up for renewal in the month of the AGM.

3.4 Full Member

3.4.1 Is a woman who is eighteen years of age or older, has paid membership dues and who abides by the rules and regulations specified in the Bylaws, Policies and Procedures of the Society.

3.5 Full Member Rights and Privileges

3.5.1 To attend and vote at Annual, and Special Meetings.

3.5.2 To be eligible for election to the Board of Directors.

3.5.3 To have preferential admission and a reduction in admittance fees to selected activities or social functions that are organized or sponsored by the Society, as determined by the Board.

3.5.4 To receive **WS** publications and other member benefits.

3.5.5 To be a volunteer and receive the benefits of a volunteer, after serving a minimum of four (4) hours service per year with **WS**.

3.6 Associate Member

3.6.1 To be an Associate Member you must be an individual who wishes to support the Society's goals and objects through financial support.

3.7 Associate Member Rights and Privileges

- 3.7.1 To receive notices of meetings of the Society and attend any meeting of the Society, but shall not have a vote.
- 3.7.2 To be invited to selected activities or social functions organized or sponsored by the Society, as determined by the Board.
- 3.7.3 To receive **WS** publications.

3.8 Lifetime Membership

- 3.8.1 Lifetime Membership will be granted to members who have served on a Board Position for five (5) years or more.

3.9 Lifetime Member Rights and Privileges

- 3.9.1 To attend and vote at Annual, and Special Meetings.
- 3.9.2 To be eligible for election to the Board of Directors.
- 3.9.3 To have preferential admission and a reduction in admittance fees to selected activities or social functions organized or sponsored by the Society, as determined by the Board.
- 3.9.4 To receive **WS** publications and other member benefits.
- 3.9.5 To be a volunteer and receive the benefits of a volunteer, after serving a minimum of four (4) hours service per year with **WS**.
- 3.9.6 To have the annual membership dues waived.

3.10 Conditions of Volunteer Withdrawal

- 3.10.1 A written notice must be received, by a Board Member, in person or electronically.
- 3.10.2 When membership dues are not received within 30 days of an expired membership, the name of the Member is removed from the Register of Members.
- 3.10.3 Members withdrawing their membership within 30 days of paying membership dues will forfeit 20% of the dues paid. Members withdrawing after 30 days of paying membership dues will not receive any reimbursement.

3.11 Reinstatement of Membership

- 3.11.1 Where a member has withdrawn from **WS**, an application and membership dues can be accepted to reinstate a member.
- 3.11.2 Where a member has been terminated as a result of a disciplinary action, the provisions of Article 6 shall apply.

3.12 Voting Rights

- 3.12.1 All voting Members may only vote in person.

ARTICLE 4 - MEETINGS OF THE SOCIETY

4.1 The Annual General Meeting (AGM)

- 4.1.1 The Annual General Meeting shall be held prior to October 31 at a time and place as determined by the Board of Directors.
- 4.1.2 The President may invite a non-member to chair the meeting.
- 4.1.3 At least twenty-one (21) days' notice, in writing, shall be given to the members for Annual General Meetings.

4.2 Agenda for the AGM Meeting

The following information shall be included with the notice sent to the members:

1. Agenda
2. Rules of Order
3. Board Member Annual Reports
4. Committee Reports
5. Audited Financial Statements
6. Proposed Bylaw Amendments
7. Policy Resolutions

4.3 Special Meetings of the Society

- 4.3.1 A Special General Meeting may be called at any time by written request of at least five (5) board members, or by written request of one-third (1/3) of the members of **WS**. A request for a Special General Meeting shall include the agenda items for the meeting.
- 4.3.2 As much notice as possible, but at least twenty-one (21) days' notice, in writing, shall be given to the members.
- 4.3.3 Only such subjects as are specified in the notice calling the meeting may be considered and acted upon at that meeting.

4.4 Entitlement to Vote at Annual and Special Meetings

- 4.4.1 Full and Lifetime members in good standing can vote at all General and Special Meetings of the Society.
- 4.4.2 Voting Members are entitled to one (1) vote at any meeting of the Society.
- 4.4.3 Members may not vote at any Board meeting, unless they have been elected and/or appointed to the Board of the Society.
- 4.4.4 A Special Resolution requires the vote of 75% (seventy five percent) of the members present and voting.

4.5 Meetings of the Board of Officers and Directors

- 4.5.1 The Board of Directors shall meet as often as the Board deems necessary, and at least nine (9) times a year.

- 4.5.2 The Board may hold part or more of a meeting "in camera", when sensitive issues need to be discussed.
- 4.5.3 The President calls the meetings. The President also calls a meeting if 1/3 (one third) of the Board members make a request in writing stating the business of the meeting.
- 4.5.4 Board members shall be given at least fourteen (14) days' notice by phone or in writing, of the Board of Directors meetings; and as much notice as possible, but at least five (5) days' notice by phone or in writing, shall be given for a Special Board of Directors meeting, except in extraordinary circumstances.
- 4.5.5 The President's vote can either agree with the motion, therefore the motion passes, or the President's vote can cause a tie and therefore the motion is defeated.
- 4.5.6 Meetings of the Board are open to Members of the Society, but only Board Members may vote. Members are only permitted to participate in a discussion when invited to do so by the Chair. A majority of the Officers and Directors present may ask a member to leave.
- 4.5.7 If a member of the Board of Directors is absent from three (3) consecutive meetings of the Board, the reasons for the absences shall be submitted in writing to the Board of Directors. If the reasons are found to be unsatisfactory to the Board, by a two thirds (2/3) vote of the Board members present and voting, the office of the member shall be declared vacant. Such vacancies shall be filled in accordance with Article 5.6 and 5.7 as applicable.
- 4.5.8 The President chairs every board meeting of the Society or may appoint the Vice-President or any other member of the Society to be the chair. The Vice-President Chairs in the absence of the President or she may choose to appoint any other member of the Society.
- 4.5.9 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General Board Meeting, the members present choose one (1) of the members to chair.

4.6 Voting at a Board Meeting

- 4.6.1 Each Board Member has one (1) vote. A show of hands decides every vote at every Board Meeting. A ballot is used if at least five (5) Voting Members request it.
- 4.6.2 A majority of the votes of the Voting Members present and voting decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

4.7 Quorum for all Meetings of the Society

- 4.7.1 The quorum for an Annual General Meeting or Special Meeting shall consist of fifteen (15) members, including a majority of Board Members, which shall include the President or Vice-President.
- 4.7.2 A Special Resolution requires the vote of 75% (seventy-five percent) of the members present and voting.
- 4.7.3 Quorum for Board meetings is the majority of the Board members.

ARTICLE 5 – OFFICERS AND DIRECTORS

5.1 Composition of the Board of Directors

- 5.1.1 The Officers of **WS** shall be shall be the President, Vice President, Secretary and Treasurer.
- 5.1.2 The Directors of **WS** shall be: the Activity Director, Marketing Director, Membership Director, Newsletter Director, Public Relations Director and Volunteer Director.
- 5.1.3 Each Officer and each Director shall be a member in good standing throughout the term of the office.
- 5.1.4 Officers and Directors may receive remuneration at the discretion of the Board.

5.2 The Duties of the Officers

5.2.1 The President:

- 5.2.1.1 Supervises the affairs of the Board,
- 5.2.1.2 Presides, or designates a person to preside, at all meetings of **WS** and the Board of Director's meetings,
- 5.2.1.3 Is responsible for implementing the policies and procedures of the Society,
- 5.2.1.4 Appoints all committee members and is an *ex-officio* member of all Committees,
- 5.2.1.5 Signs, with the Secretary, all documents requiring the seal,
- 5.2.1.6 Is responsible for arranging for the audit of the financial books and records at the close of each fiscal year,
- 5.2.1.7 Represents **WS** to the public or is responsible for delegating another Board member to fulfill this duty,
- 5.2.1.8 Performs other duties applicable to the office as specified in these bylaws, **WS** Policies and Robert's Rules of Order, and
- 5.2.1.9 Brings any relevant **WS** email correspondence between Board Members involving Womonspace business to the next regularly scheduled Board Meeting.

5.2.2 The Vice-President:

- 5.2.2.1 Acts in the absence of the President or where the President is unable to perform the President's duties,
- 5.2.2.2 In the case of inability of either the President or the Secretary, shall sign all documents requiring the seal,
- 5.2.2.3 Acts as FOIPP Officer,
- 5.2.2.4 Assists the President at all times,
- 5.2.2.5 Performs other duties applicable to the office as specified by these bylaws, **WS** Policies and Robert's Rules of Order, and
- 5.2.2.6 Brings any relevant **WS** email correspondence between Board Members involving Womonspace business to the next regularly scheduled Board Meeting.

5.2.3 The Secretary:

- 5.2.3.1 Is responsible for the preparation and custody of minutes of the proceedings of meetings of WS, of the Board of Directors, and other books and records of **WS**,
- 5.2.3.2 Is responsible for maintaining the custody and use of the seal,
- 5.2.3.3 Compiles and archives accurate minutes of the Society's meetings including; General, Annual, Special, Standing and Special Committees, and puts them into appropriate storage,
- 5.2.3.4 Is responsible for determining the time and place where books and records of **WS** may be inspected by members,
- 5.2.3.5 Has charge of the Boards' correspondence and telephone messages, and ensures all correspondence, including correspondence from the general Hotmail email account and the Secretary's Hotmail email account, is brought to the Board Meetings,
- 5.2.3.6 Makes sure all notices of various meetings are sent, as requested by the President, and
- 5.2.3.7 Performs other duties applicable to the office as specified in these Bylaws, **WS** Policies and Robert's Rules of Order.

5.2.4 The Treasurer:

- 5.2.4.1 Is responsible for ensuring that the financial matters adhere to the policies outlined in the Board Policies,
- 5.2.4.2 Files the Society's annual return, changes in the Officers and Directors of the organization, amendments to the Bylaws and other incorporating documents with the Corporate Registry,
- 5.2.4.3 Receives all monies paid to the Society and ensure they are deposited in a chartered bank, treasury branch or trust company chosen by the Board. Makes sure a detailed account of revenues and expenditures is presented to the Board at all meetings and as requested,
- 5.2.4.4 Is responsible for ensuring the conduction of and reporting of the annual audit,
- 5.2.4.5 Is responsible for ensuring the presentation of the audit at the Annual General Meeting,
- 5.2.4.6 Ensures all bills are paid upon receipt of such bill,
- 5.2.4.7 Maintains an accurate record of receipts for all purchases and disbursements of funds, including payments to any Board Member and/ or member,
- 5.2.4.8 Audits, at year end, the records of the Membership Dues received,
- 5.2.4.9 Performs other duties applicable to the office as specified in these bylaws, **WS** Policies and Robert's Rules of Order, and
- 5.2.4.10 Brings any relevant **WS** email correspondence between Board Members involving Womenspace business to the next regularly scheduled Board Meeting.

5.3 The Duties of the Directors

5.3.1 The Membership Director:

- 5.3.1.1 Updates and maintains a complete membership list following all FOIPP guidelines,
- 5.3.1.2 Keeps membership information confidential, only providing information to allow for the functioning of the Society,
- 5.3.1.3 Provides receipts for membership dues paid,
- 5.3.1.4 Receives and forwards all membership funds to the Treasurer,
- 5.3.1.5 Heads any committee dealing with membership drives,
- 5.3.1.6 Provides to other Board members relevant information on membership numbers, acquisitions, renewals and non-renewals,
- 5.3.1.7 Provides a membership card for all new and renewing members and ensures the criteria set out in Article 3.1 are met,
- 5.3.1.8 Sends out **WS** newsletters to membership and any other establishments, as decided by the Board, and,
- 5.3.1.9 Brings any relevant **WS** email correspondence between Board Members involving Womospace business to the next regularly scheduled Board Meeting.

5.3.2 The Activities Director:

- 5.3.2.1 Promotes and facilitates the education of **WS** members and Committees on the activities of the Society,
- 5.3.2.2 Arranges the co-ordination of regularly scheduled social functions and activities, as directed by the Board, by delegating tasks accordingly to members,
- 5.3.2.3 Brings forward information for the Board to make informed decisions regarding all events or activities; and all expenditures related to such events or activities,
- 5.3.2.4 May Chair Activity Committee meetings,
- 5.3.2.5 Forwards any minutes from Activity Committee meetings to the Secretary,
- 5.3.2.6 Receives and forwards all activity funds to the Treasurer, and
- 5.3.2.7 Brings any relevant **WS** email correspondence between Board Members involving Womospace business to the next regularly scheduled Board Meeting.

5.3.3 The Public Relations Director

- 5.3.3.1 Acts as a representative for **WS** in conjunction with the President,
- 5.3.3.2 With Board direction, shall make public statements based upon Society policy on issues in which **WS** becomes involved,
- 5.3.3.3 Facilitates the education of **WS** Board members about policies of the Society and about its current issues and events related to its objects,

- 5.3.3.4 Fosters awareness among the lesbian community about activities and services of **WS**,
- 5.3.3.5 Keeps a current record of media coverage of issues relating to the objects of **WS** and makes these available to the membership,
- 5.3.3.6 Ensures any records or correspondence is forwarded to the Secretary,
- 5.3.3.7 Attempts to show the general society that lesbian/gay individuals have contributed to our heritage,
- 5.3.3.8 Advertises events and other activities,
- 5.3.3.9 In conjunction with the Newsletter Editor, maintains social media sites and updates them with any issues and events related to the Society, and
- 5.3.3.10 Brings any relevant **WS** email correspondence between Board Members involving Womospace business to the next regularly scheduled Board Meeting.

5.3.4 Volunteer Director:

- 5.3.4.1 Solicits, contacts and organizes volunteers to help with dances and other social events,
- 5.3.4.2 Acts as a coordinator and supervisor, and provides instruction in conjunction with the Activities Director to all volunteers at **WS** events,
- 5.3.4.3 Compiles and updates a list of volunteers,
- 5.3.4.4 Contacts and invites volunteers to an annual appreciation activity,
- 5.3.4.5 Is the coordinator for finding volunteers for co-sponsored activities, and
- 5.3.4.6 Brings any relevant **WS** email correspondence between Board Members involving Womospace business to the next regularly scheduled Board Meeting.

5.3.5 The Marketing Director:

- 5.3.5.1 Solicits, invoices, tracks and retains advertisers for the **WS** Newsletter,
- 5.3.5.2 Corresponds with individuals, in conjunction with Newsletter Director, enquiring about advertising,
- 5.3.5.3 Maintains a spreadsheet with the current status of advertisers and an archival file of all past advertisers,
- 5.3.5.4 Solicits the general public, individual members and businesses to fundraise for **WS** events,
- 5.3.5.5 Maintains accurate records of any solicited donations specified for **WS** to donate to charities, and
- 5.3.5.6 Brings any relevant **WS** email correspondence between Board Members involving Womospace business to the next regularly scheduled Board Meeting.

5.3.6 The Newsletter Editor:

- 5.3.6.1 Is Editor of the **WS** newsletter,

- 5.3.6.2 Acts as Web Mistress and/or delegates that task,
- 5.3.6.3 Forms a newsletter committee, as required, for article contributions and copy editing,
- 5.3.6.4 Solicits, tracks and compiles articles for the **WS** newsletter,
- 5.3.6.5 Oversees the printing and distribution of the newsletter,
- 5.3.6.6 Newsletter Director shall **not** be a voting Board member and is **not** required to attend monthly Board Meetings, and
- 5.3.6.7 Brings any relevant **WS** email correspondence between Board Members involving Womenspace business to the next regularly scheduled Board Meeting.

5.4 The Board of Directors Responsibilities and Indemnities

- 5.4.1 The Officers and Directors of **WS** shall constitute the Board of Directors (hereafter referred to as the Board).
- 5.4.2 The Past President and the Newsletter Director are non-voting members of the Board.
- 5.4.3 Where the Past President has not been elected to a position on the Board, she is entitled to be a non-voting member of the Board for one (1) year.
- 5.4.4 The business of **WS** shall be managed by the Board, who shall exercise all such powers of **WS** and do on behalf of **WS**, all such acts as may be exercised by **WS**, and as are not by the Societies Act or by these Bylaws, required to be done by **WS**, in an Annual or Special General Meeting of **WS**.
- 5.4.5 The Board governs and manages the daily affairs of the Society in a responsible manner transparent to its Members; acting in a position of trust.
- 5.4.6 All acts bona fide done by any meeting of the Board, or, by any person acting as a member of the Board, notwithstanding if it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid or, that they or any of them were disqualified, shall be valid as if every person had been duly appointed and was qualified to be a member of the Board.
- 5.4.7. To the extent required for the proper functioning of the **WS** Board, the Board, or any person to which the Board delegates such authority, shall employ, retain, direct, and compensate personnel, consultants, legal, accounting, and other professional personnel, and engage and pay for the use of premises and equipment.
- 5.4.8 No monies of **WS** shall be expended without the authorization of the Board, or such person or persons as the Board, or a membership meeting of **WS**, may from time to time authorize for this purpose. The manner in which monies may be withdrawn or cheques issued by **WS** shall be determined from time to time by the Board.
- 5.4.9 The Board, in addition to all other powers vested in it, is authorized and empowered, subject to the approval by two-thirds (2/3) vote at Special or Annual General Meeting:
 - 5.4.9.1 To acquire, hold and dispose of, real and personal property, or any part thereof,
 - 5.4.9.2 To invest monies on behalf of **WS**, and

5.4.9.3 To borrow money for the purposes of **WS**, and give security for any money so borrowed, on any of the real, personal or mixed property of **WS** by way of mortgage, pledge, charge or otherwise.

5.4.10 The Board may establish Standing and Special committees of the Board.

5.4.10.1 The standing committees shall be; Volunteer Committee, Membership Committee, Marketing and Public Relations Committee, Dance Sub Committee, Golf Tournament Sub Committee, Pride Week Committee, Activities Committees and Newsletter Committee.

5.4.10.2 The Board shall maintain and protect the Society's assets and property by keeping an accurate inventory/assets list and having sign-in and sign-out sheets to track same, going into or leaving all storage areas that the Board approves.

5.4.11 Board Members shall agree to apply for and pass a criminal record check on a yearly basis, with **WS** covering any cost involved in obtaining such criminal record check.

5.5 Policy Resolutions

5.5.1 Policy Resolutions are motions that would result in substantive change in policy for **WS**, or in substantive financial expenses for **WS**, and therefore require previous notice to the members.

5.5.2 Policy Resolutions shall be submitted in writing to the Board at least thirty (30) days prior to the General Membership meeting.

5.5.3 Members shall receive notice of Policy Resolutions at least twenty-one (21) days prior to the meeting, and shall be considered at Annual General or Special General Meetings only when:

5.5.3.1 The subject is of an urgent nature, that is required to be done at a membership meeting, and cannot be delayed until the next membership meeting, or

5.5.3.2 The subject is regarding an issue, or new information, that has arisen following the time limit for submissions for Policy Resolutions, and

5.5.3.3 A two-thirds (2/3) vote of the members present and voting adopts a motion to pass the Policy Resolution.

5.6 Nominations and Elections

5.6.1 Officers and Directors shall be elected at the Annual General Meeting.

5.6.2 Any regular member, in good standing, shall be eligible for election as an Officer or a Director of **WS**.

5.6.3 Election of the Officers and Directors shall be by majority vote, by ballot, of the members present and voting.

5.6.4 The President, Secretary, Activities Director, Marketing Director and the Newsletter Director shall be elected in the years ending with an even number.

5.6.5 The Vice-President, Treasurer, Membership Director, Public Relations Director and the Volunteer Director shall be elected in the years ending with odd numbers.

- 5.6.6 Ballots for each office shall be counted and the successful candidate declared before proceeding with the election of the next succeeding office.
- 5.6.7 If at close of nominations, a single candidate has been nominated for any position, that member shall be deemed to have been elected by acclamation and shall be declared elected for that position by the chair.

5.7 Term of Office

- 5.7.1 In the event that the President, Vice-President, Secretary, or Treasurer should resign, die, or otherwise cease to act, the Board shall elect, by and from themselves, a replacement, or if this is not possible, appoint a member of **WS** as a replacement, until the next Annual General Meeting at which time an election shall be held in accordance with Article 5.6, for the unexpired term.
- 5.7.2 A vacancy occurring in an office of a Director may be filled by the Board appointing a member of **WS**. Such appointed member shall hold office until the next Annual General Meeting at which time an election shall be held in accordance with Article 5.6, for the unexpired term.
- 5.7.3 The term of office for all Officers and Directors shall be two (2) years, or until a successor is selected or appointed, whichever is the earliest. Term of office shall begin at the conclusion of the Annual General Meeting.
- 5.7.4 Officers and Directors may be re-elected to any Office of the Board.
- 5.7.5 Officers and Directors must remain members in good standing of **WS** throughout their term on the Board, or they may have their election rescinded.

5.8 Rescind the Election of Officers and Directors

- 5.8.1 Except as specified in Article 5.7, the election of an Officer or Director shall only be rescinded by two-thirds (2/3) vote, of the members present and voting, at a Special General Meeting. At least twenty-one (21) days written notice of the meeting shall be given to the members.
- 5.8.2 Any member may make a written request to the Board to call a Special General Meeting for the purpose of rescinding the election of an Officer or Director. Such request shall state the specific duty under Article 5 that the Officer or Director is alleged to have violated; and shall state in detail the specific act or circumstances that gave rise to the alleged violation.
- 5.8.3 Where the Board does not agree to the request to call a Special General Meeting one-third (1/3) of the members may make a written request for a Special General Meeting; and where such a request is made, a Special General Meeting shall be called.
- 5.8.4 The Board shall serve a copy of the request, either personally, or by registered mail, to the Officer or Director.
- 5.8.5 Upon receipt of the copy of the request, the Officer or Director shall have the right to resign the position, in which case no further proceedings under this Article shall take place.
- 5.8.6 The member who made the request for the meeting and the Officer or Director, shall be given twenty- one (21) days' notice of the meeting, either personally, or by registered mail.
- 5.8.7 At the meeting, the member who made the request for the meeting, and the Officer or Director, shall have the opportunity to make their presentations to the meeting.

- 5.8.8 Following the presentations by the member who made the request, and the Officer or Director, a motion to rescind the Election of the Officer or Director may be made.
- 5.8.9 Where a motion to rescind an Election is adopted, the Officer or Director position shall be declared vacant, and an election to fill the vacancy shall take place the same meeting. The election shall be in accordance with Article 5.6.
- 5.8.10 Article 5 shall not apply to Officer or Director absences from the meetings as specified in Article 4.5.7; or for offences to **WS** and violations of the Code of Conduct, as specified in Article 6.

ARTICLE 6 – DISCIPLINE OF MEMBERS

6.1 Complaints

- 6.1.1 A member may make a complaint against a member who:
 - 6.1.1.1 Fails to comply with any provision of the Code of Conduct;
 - 6.1.1.2 Publishes or circulates either verbally or otherwise among the membership false reports or misrepresentations concerning any member of **WS** in respect to any matter connected with the affairs of **WS**;
 - 6.1.1.3 Fraudulently receives or misappropriates any property and/or funds of **WS**;
 - 6.1.1.4 Without proper authorization, acts as a representative of **WS** to the public; or
 - 6.1.1.5 Does not comply with the Conduct Expectations at Functions and Events as specified in the Membership Application.
- 6.1.2 A complaint against a member shall be in writing, and shall:
 - 6.1.2.1 Fully state the particulars, including the date and place of the act, or the circumstances, that led to the complaint,
 - 6.1.2.2 Specify the Bylaw article that the complaint alleges is contravened, and
 - 6.1.2.3 Be submitted to the President, except where the complaint is against the President, where the complaint shall instead be submitted to the Vice-President.
- 6.1.3 Upon receipt of the complaint, the Officer (as specified in 6.1.2.3) shall:
 - 6.1.3.1 Appoint an Investigating Committee comprised of 5 individuals; of which 2 must be board members and 3 drawn from the general membership by lottery random draw.
 - 6.1.3.2 Provide a copy of the complaint to the member who is the subject of the complaint (“the Accused”), the Board, and the Investigating Committee, and
 - 6.1.3.3 Provide at least seven (7) days’ notice to the Board, the Investigating Committee, the Complainant, and the Accused, of the date and time of a meeting, for the hearing of the complaint.

6.2 Investigating Committee

- 6.2.1 The Investigating Committee shall:
 - 6.2.1.1 Ensure that the member filing the complaint and the member who is the subject of the complaint are given a full and fair investigation,

- 6.2.1.2 Provide an opportunity for the member filing the complaint to present her Complaint, within a reasonable amount of time,
- 6.2.1.3 Provide an opportunity for the member who is the subject of the complaint to respond to the complaint, within a reasonable amount of time,
- 6.2.1.4 Provide an opportunity for the members of the Investigating Committee to ask questions of clarification regarding the presentations, and
- 6.2.1.5 Following the presentations in 6.2.1.1 through 6.2.1.4, the Investigating Committee shall retire to consider its recommendations.
- 6.2.1.6 The Investigating Committee shall make its decision by;
- 6.2.1.7 Considering only the evidence that was presented during the investigation, and
- 6.2.1.8 A majority vote of the members of the Investigating Committee.

6.3 Members Right to Resign

- 6.3.1 A member who is the subject of a complaint has the right to resign her membership upon receipt of the complaint, or she may resign anytime during the disciplinary process.
- 6.3.2 A Board member who is the subject of a complaint has the right to resign her Board position upon the receipt of a complaint, or she may resign anytime during the disciplinary process.
- 6.3.3 Where such member resigns no further proceedings shall take place under this Article, except as referred to in Article 6.8.

6.4 Notice of Special Meeting

- 6.4.1 When the President calls a Special Meeting, all members must be given at least twenty-one (21) days' notice, in writing, specifying the time, date and exact purpose of the meeting.
- 6.4.2 Only the topic specified in the notice calling the Special Meeting, can be transacted at such meeting.
- 6.4.3 When a decision cannot be determined at a Special Meeting, an Adjourned Meeting can be scheduled for a later time, where twenty-one (21) days' notice is **not** required.

6.5 Penalty

- 6.5.1 Where the Investigating Committee makes a finding of guilt, it shall, by a majority vote, recommend to the Board: a penalty, a reprimand, a suspension or expulsion from membership.
- 6.5.2 The Board shall, upon considering the recommendations of the Investigating Committee, impose a penalty, reprimand or suspension, or
- 6.5.3 The Board may recommend expulsion from membership following the procedures laid out in Article 6.7.

6.6 Suspension

- 6.6.1 Where the Board imposes a penalty of suspension, it shall state, in writing, the duration of such suspension for all regular members that are not Officers or Directors of the Board.
- 6.6.2 If a suspension is recommended regarding an Officer or Director of the Board, the procedure to be followed shall be the same as for expulsion of a member, following the procedures in Article 6.7.
- 6.6.3 During the period of suspension, the member shall forfeit all her rights and benefits under the bylaws, but shall remain bound by the provisions of the bylaws of **WS**.

6.7 Expulsion

- 6.7.1 Where the Board recommends expulsion from membership;
- 6.7.2 The Board shall serve a copy of a letter recommending expulsion, either personally, or by registered mail, to the member.
- 6.7.3 Upon receipt of the letter, the member shall have the right to resign their membership, in which case no further proceedings under this Article shall take place.
- 6.7.4 The member shall indicate through return mail, as specified in the letter and within the indicated time frame, whether they resign their membership or request a Special Meeting be called, with the full membership, to determine whether the member should be expelled.
- 6.7.5 A member shall only be expelled by two-thirds (2/3) vote, of the members present and voting, at a Special General Meeting. At least twenty-one (21) days written notice of the meeting shall be given to the members, electronically or by mail.
- 6.7.6 At the meeting, the member who made the request for the meeting, the Board and/or the Investigating Committee, shall have the opportunity to make their presentations.
- 6.7.7 Following the presentations by the member who made the request, the Board and/or the Investigating Committee, a motion to expel the member may be made resulting in a vote by ballot to determine the outcome of the Special Meeting.

6.8 Reinstatement

- 6.8.1 Any person who has been expelled from membership, or who has resigned following the receipt of a complaint, may apply to the Board for reinstatement.
- 6.8.2 Such application for reinstatement shall not be made until one (1) year from the date of expulsion, or date of resignation.

ARTICLE 7 – FINANCE

- 7.1.1 The fiscal year shall run from July first (1) in one calendar year, until June thirtieth (30) in the following calendar year.
- 7.1.2 A budget of estimated income and expenditures shall be presented for information to the membership at the Annual General Meeting.
- 7.1.3 The books and accounts shall be audited by a committee of members, or an external individual or accounting firm, at least once (1) per year.
- 7.1.4 Reimbursement to members for expenditures shall be paid out with original receipt of expenses submitted, as directed and authorized by the Board.

- 7.1.5 Honorariums to members shall only be paid out as directed and authorized by the Board.
- 7.1.6 The Board shall set fees for the various events held throughout the year by **WS**.
- 7.1.7 The Board shall designate two (2) or more Officers and Directors or Staff as signing authorities for **WS**.
- 7.1.8 Money may be borrowed, raised or secured as specified in Article 5.4.8. In no case shall debentures be issued without the sanction of a Special Resolution.
- 7.1.9 A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of her intention to do so.
- 7.1.9.1 Such inspection will take place at a designated office as set by the Board, and can be changed as necessary, at a time that is convenient for both the Board and the member.
- 7.1.10 All financial records of the Society are open for such inspection by the Members, during reasonable hours and with reasonable notice.
- 7.1.11 Other records of the Society are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

ARTICLE 8 – PARLIAMENTARY AUTHORITY

- 8.1 The current edition of Robert's Rules of Order Newly Revised shall apply on all questions of procedure not specified in these bylaws, and not in conflict with the Societies Act.

ARTICLE 9 – AMENDMENTS OF BYLAWS

- 9.1 These bylaws shall be amended only by a Special Resolution at a General Meeting and requires:
- 9.1.1 Twenty-one (21) days previous notice, in writing, to the members for Annual or Special General Meetings, and
- 9.1.2 Seventy-five (75%) percent vote of the members present and voting.
- 9.2 Proposals to amend the Bylaws shall be submitted in writing:
- 9.2.1 To the Board, and
- 9.2.2 At least Forty-five (45) days before the meeting specified in 9.1.
- 9.3 Bylaw amendments shall take effect on the date a copy has been received and stamped as registered by the Registrar as specified in the Societies Act.

ARTICLE 10 — DISTRIBUTING THE ASSETS OF THE SOCIETY

- 10.1 The Society does not pay any dividends nor distribute its property among its Members.
- 10.2 If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects that are either the same or similar to the Pride Centre of Edmonton.
- 10.3 Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Society.