



## Friends of the Helen Schuler Nature Centre Society

Society Bylaws

### MEMBERSHIP

1. Membership fee, if any, in the society shall be determined, from time to time, by the members at a general meeting. Any person residing in Alberta, and being of the full age of 18 years, may become a member upon payment of the fee. Any person under the age of 18 years may in the same manner become a member upon payment of half of the said fee.
2. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated. Any member, upon a majority vote of all members of the society in good standing, may be expelled from membership for any cause which the society may deem reasonable. This vote can be done in person or by proxy.

### BOARD OF DIRECTORS

3. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society.
4. 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. A special meeting may be called on the instructions of any two members provided they request the President in writing to call such meetings, and state the business to be brought before the meeting. Meetings of the Board shall be called by 10 days' notice in writing mailed to each member or by three days' notice by facsimile or telephone or by electronic mail. Any three 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.
5. 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.

6. Any director or officer, upon a majority vote of all members in good standing, may be removed from office or any cause which the society may deem reasonable. This vote can be done in person or by proxy.

## **PRESIDENT**

7. The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the society and of the Board. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

## **SECRETARY**

8. It shall be the duty of the secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same. He/she 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. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.
9. 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.

## **TREASURER**

10. 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. He/she shall properly account for the funds of the society and keep such books as may be directed. He/she 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. 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 AT LARGE**

11. Directors at Large shall assume any responsibilities as the Board of Directors deems necessary from time to time.

## AUDITING

12. 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 end of the society in each year shall be December 31.
13. The books and records of the society may be inspected by any member of the society at the Annual Meeting or at any time 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

14. This society shall hold an annual general meeting on or before March 31 in each year, of which notice in writing to the last known address of each member shall be delivered in the mail 10 days prior to the date of the meeting. Electronic mail is an acceptable means of notification. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary/Treasurer), and two directors. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the society.
15. Directors shall be elected for a two year period. All other members shall be elected for a one year period.
16. 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. 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. Electronic mail is an acceptable means of notification for both general and special meetings.
17. Seven members in good standing shall constitute a quorum at any special or general meeting.

18. Meetings can be held in person or by telephone or by other available telecommunications.

## **VOTING**

19. 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. Such votes must be made in person and not by proxy or otherwise.

## **REMUNERATION**

20. The directors and officers shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their positions as such, provided that directors and officers may be paid reasonable expenses incurred by them in the performance of their duties.

## **BORROWING POWERS**

21. 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.

## **DISSOLUTION OF THE SOCIETY**

22. The Society may be dissolved upon a majority vote of all members in good standing. The Helen Schuler Nature Centre may request the dissolution of the Society if it believes the Society is pursuing objects which are contrary to those of the Centre. Upon receiving such a request, and having a meeting to discuss those differences, the Society shall proceed with dissolution if the conflicts cannot be resolved.

23. Upon dissolution of the corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to the City of Lethbridge, a qualified donee as defined in subsection 149.1(1) of the Income Tax Act (Canada), for the benefit of the Helen Schuler Nature Centre.

## **PARLIAMENTARY AUTHORITY**

24. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the Society may need to adopt.

**BYLAWS**

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

Dated: **August 14, 2017**

Signature: \_\_\_\_\_  
**Ken Moore**  
President

Signature: \_\_\_\_\_  
**Rick Parker**  
Treasurer

Signature: \_\_\_\_\_  
**Becky Cousins**  
Secretary

Signature: \_\_\_\_\_  
**Coreen Putman**  
Director