

# AIRDRIE WOMEN IN BUSINESS ASSOCIATION

## BYLAWS

### ARTICLE I - NAME

1. The name of the Association shall be the AIRDRIE WOMEN IN BUSINESS ASSOCIATION. It shall be referred to hereinafter as the "Association".

### ARTICLE II – MEMBERSHIP

2. Any Alberta resident, who is eighteen years of age or over, as of January 1st of the current year, and upon the payment of the prescribed membership fee, can become a member.
3. A member is one (1) person and one (1) business combination.
4. Membership is for a twelve (12) month period, commencing on the date of joining the Association and payment of the prescribed membership fee.
5. Membership fees shall be set annually by the Board of Directors and confirmed by way of an ordinary resolution which shall be voted on at a General or Annual meeting.
6. Any member wishing to withdraw their membership from the Association may do so by providing written notice to the Secretary; however, there shall be no refund of membership fees. Any member who does not renew their membership within 30 days of the anniversary date shall have their membership terminated.
7. Any member may be expelled for inappropriate conduct upon a vote of the Board. The vote must be unanimous.
8. The Directors may, from time to time, create additional classes of membership under such terms as they see fit, provided that such additional classes of membership shall not have voting rights.

### ARTICLE III – BOARD OF DIRECTORS

9. The Board of Directors (hereinafter referred to as the "Board") will be composed of not less than six (6) members in good standing with the Association. Directors will serve for a term of one (1) year, while the President, Vice-President, Secretary and Treasurer shall serve for a two (2) year term. Directors shall be elected by a plurality vote.
10. The number of Directors to hold office for the ensuing year shall be determined by ordinary resolution at each Annual Meeting of its members and if not so determined, shall be the same as the previous year.
11. The Past President of the Association shall automatically be a member of the Board for a one (1) year term. The Directors, other than Past President, shall be elected at an Annual Meeting and shall hold office until their successors are duly appointed or elected.
12. The Board shall be responsible for the general operations of the Association.
13. Any regular member, in good standing, shall be eligible for election as a member of the Board.

14. A member may sit on the Board for a maximum of three (3) consecutive terms. Any vacancy occurring during the term of office shall be filled at the next meeting of the Association, provided it is stated in the notice calling the meeting.
15. All directors on the Board are expected to attend all General and special meetings, Board meetings, and events of the Association. Three unexcused absences may be viewed as the director being in default of their duties, and the Board may determine that removal from office is warranted, in which case the Board may appoint a member until an election can be duly held.
16. Any director may resign from their position by tendering a written letter of resignation to the Board.
17. Board meetings shall be called by the President as often as required, but at least once every six months.
  - a) Any three (3) members of the Board shall constitute a quorum.
  - b) Any meeting of the Board shall be called with at least ten (10) days advance notice.
  - c) At the written request of two (2) members of the Board, the President shall call a special meeting of the Board. The request must also state the nature of the business to be dealt with at the meeting.
18. Any complaint received in writing alleging the misconduct of one of the directors of Association shall be investigated to determine the validity of the complaint. The Board shall designate a member of the Board and a member at large of the Association to investigate the complaint and provide a written report to the Board. Should the director be found to be negligent in their duties to such an extent that removal from office is felt to be warranted by the Board they shall be terminated from the Board with a written rationale being provided at the time. The decision of the Board shall be final.
19. Directors shall serve without remuneration, but reasonable expenses incurred may be reimbursed when approved by the Board.
20. The directors shall be responsible for such duties and committees as assigned by the Board.

## ARTICLE IV – EXECUTIVE COMMITTEE

21. The Executive of the Association (hereinafter referred to as the "Executive") is comprised of the President, Vice-President, Treasurer, and Secretary.
22. It is expected that succession in leadership will occur when possible. The Vice-President will serve as President when the President's term of office has expired or she has not allowed her name to stand for election. If the Vice-President cannot fulfill this role, any other member of the Executive can then stand for election for President.
23. Any officer may be removed from the Executive for inappropriate conduct or absenteeism as defined in paragraphs 7 and 15. Written notice to the last known email address shall serve as proper notice.
24. President: The President shall preside at all meetings of the Association and the Board. In 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. The President provides leadership to the Board and ensures that the Board adheres to its bylaws and constitution. The President prepares the agenda for meetings with input from the Board and chairs the meetings of the Board and the Executive. The President leads the Executive in coordinating the work of the Association. The President serves as an ex-officio member of all committees and attends their meetings when needed. The President acts as one of the signing officers for cheques and other documents, including contracts and grant

applications. The President promotes the Association's purpose in the community and to the media. The President prepares the report for the Annual Meeting.

25. Vice-President: The Vice-President shall fulfill the duties of the President in her absence. The Vice-President works closely with the President and the Board to ensure the operations of the Association are carried out efficiently and effectively. The Vice President chairs at least one major committee.
26. Treasurer: The Treasurer shall receive all monies paid to the Association and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. She shall properly account for the funds of the Association and keep such books as may be directed. The Treasurer shall present a financial report at every meeting of the Board, and a full detailed account of receipts and disbursements to the Board whenever requested. The Treasurer shall arrange for the financial records of the Association to be audited, as referenced in Article VIII. The Treasurer shall prepare for submission to the Annual Meeting a statement, duly audited, of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association. The Treasurer prepares the budget with the Executive, and speaks for the budget at the Annual General Meeting.
27. Secretary: It shall be the duty of the Secretary to attend all meetings of the Association and of the Board and to keep accurate minutes of the same. In the case of the absence of the Secretary, 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. The Secretary sends all notices of meetings, minutes of meetings, motions and decisions. The Secretary shall sign Board minutes to attest to their accuracy as required. The Secretary shall send a copy of the minutes to each member in a timely manner. The Secretary keeps a list of officers, Board members, and general members, including name, business and contact information. The Secretary files the annual return, amendments to the Bylaws with Corporate Registry. 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.
28. Past President: The Past President is a non-voting ex-officio member of the Executive for one year. If this position becomes vacant during the year, it remains vacant until there is another Past President. The Past President supports the President and chairs the nominating committee for recruiting new Board members. The Past President provides historical continuity about the Board's activities.

## ARTICLE V – MEETINGS

29. The Association shall hold an Annual meeting on or before June 30th of each year. At this meeting, an election will be held to replace the Directors whose terms of office will expire on August 31st.
30. General meetings of the Association may be called at any time by the Secretary upon the instructions of the President, or the Board.
31. Written notice of all meetings, including a special meeting, shall be e-mailed to the last known email address of all members in good standing at least ten (10) days before the meeting is to be held. Notice for a Special meeting shall include a description of the business to be considered at the meeting.
32. One third (1/3) or twelve (12) regular members in good standing, whichever is the lesser, shall constitute a quorum at any meeting of the Association.
33. Any regular member in good standing shall have the right to vote at any meeting of the Association. All voting must be done in person.

34. At the written request (filed with the President or Secretary) of a group of members in good standing, equal to at least 5% of the total membership of the Association, the President shall forthwith call a Special meeting of the Association.

## ARTICLE VI - COMMITTEES

35. Committees may be created by the Board, on an annual basis, as required.

## ARTICLE VII – FINANCES

36. The fiscal year of the Association shall be January 1st to December 31st.
37. The financial records of the Association shall be audited by a duly qualified accountant or by two members of the Association, not on the Board, duly appointed for that purpose at the Annual meeting. A complete statement of financial standing of the Association shall be submitted to the membership at the Annual meeting.
38. The financial records of the Association may be reviewed by any member, provided that reasonable notice and arranging a satisfactory time is made with the person in charge of the records.
39. For the purpose of carrying out its stated objectives, the Association may borrow money in such a manner as it feels is appropriate. The borrowing of money shall only occur after a majority vote of the membership is obtained approving this resolution at an Annual meeting, General meeting, or a Special meeting.
40. The signing authorities of the Association shall be the following: President, Vice-President, and Treasurer. All cheques of the Association shall be signed by any two of the signing authorities, one of whom should be the Treasurer.

## ARTICLE VIII – AMENDMENTS

41. These bylaws can only be amended or rescinded by a special resolution of the members. Special Resolution is defined in Section 1 (d) of the Societies Act.

## ARTICLE IX – PARLIAMENTARY AUTHORITY

42. All meetings of the Association, including meetings of the Board, shall be carried out in accordance with Robert's Rules of Order, in so far as they do not conflict with any provisions of these bylaws.

## ARTICLE X – NUMBER AND GENDER

43. Where appropriate in the By-Laws, the masculine shall be taken to mean the feminine and the singular taken to mean the plural.