



# Bylaws

March 2014

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## **Section B:**

### **BYLAWS**

- I. Name
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## CYSFS Bylaws

Approved By:	Board
Date Approved by the Board:	April 3, 2014
Date of Next Review:	undetermined

### I **NAME**

The name of the Society shall be "Calgary Youth Science Fair Society".  
Throughout this document it will be referred to as "the Society".

### II **MEMBERSHIP**

Throughout this document, the terms "Members" and "Membership" will be used to indicate all Members of the Society.

#### II.1. **Members**

II.1.a) Any person interested in promoting the objects of the Society and who agrees to be bound by these Bylaws shall be eligible to become a Member. Persons wishing to become Members shall apply to the Board of Directors at the Society's address. The Board of Directors must approve all Memberships.

II.1.b) If so resolved by the Board of Directors, Members may be requested to pay an annual membership fee in order to maintain their status as Members of the Society.

#### II.2. **Membership Roster**

The names, classification, mailing addresses, phone numbers and electronic addresses of all Members shall be maintained by the Secretary in a document hereinafter referred to as the "Membership Roster". It is the responsibility of each Member to ensure that the Secretary is notified of any changes in the information maintained in the Membership Roster.

#### II.3. **Honorary Members**

The Membership of the Society shall have the discretion to declare persons as "Honorary" Members of the Society. Such "Honorary" Members will have no voting privileges and will not, in the ordinary course of events, be expected to fulfill any of the responsibilities of other Members.

#### II.4. **Expulsion of Members**

Any Members may be expelled for any reason deemed sufficient by the Board of Directors evidenced by resolution adopted by three-fourths (3/4) affirmative vote of all Directors present at a meeting, provided that a Quorum of Directors is present. However, no vote on the expulsion of any Member shall be taken unless and until thirty (30) days' notice in writing of the date set for a meeting of the Directors to hear and consider the case of such Member shall have been given to such Member by mailing the same in a registered envelope addressed to such Member at his/her address appearing on the Membership Roster. Recommendation for the expulsion of any Member may be proposed to the Directors by any five Members acting jointly. The Member proposed to be expelled shall have the right to appear before the Directors, and to be heard by the Directors, before the Board shall take final vote on the question of expulsion.

II.5. **Resignation of Members**

Members may resign by informing any Director or Officer of the Society in person, or in writing, or by telephone that they wish to resign.

III **MEETINGS OF MEMBERS**

III.1. **Annual General Meeting**

III.1.a) The Society shall hold an Annual General Meeting in Alberta and shall present at that meeting a financial statement setting out its income, disbursements, assets and liabilities, audited and signed by the Society's auditor.

III.1.b) The Annual General Meeting shall be held before the 30th day of September.

III.1.c) At the Annual General Meeting the Members shall also receive a report of the activities of the Directors for the past year as concerns the Society.

III.2. **Special General Meetings**

A Special General Meeting of Members shall be convened upon direction of the President, or upon resolution of the Board of Directors, or upon the President's receipt of a requisition in writing from five Members. Such direction, resolution or requisition shall specify the business to be transacted at such Special General Meeting, and the notice convening a Special General Meeting shall similarly specify the business to be transacted thereat. No business shall come before a Special General Meeting other than the business specified in the notice convening such meeting.

III.3. **Notice of Meetings**

No Annual General Meeting or Special General Meeting may be convened unless and until twenty-one (21) days' notice in writing of the date and place of such meeting has been provided to each Member of the Society.

III.4. **Quorum**

Seven (7) Members present in person at a Special General Meeting, or Annual General Meeting shall constitute a Quorum, provided that the Quorum include two (2) Officers if less than fifteen (15) Members are present.

III.5. **Voting**

III.5.a) Each Member present at a Special General Meeting or Annual General Meeting shall have one vote. No proxy privileges will be granted. Each question will be decided by majority vote unless otherwise specifically provided by the *Societies Act* of Alberta or by these Bylaws.

III.5.b) Voting at Annual General Meetings or Special General Meetings shall be by a show of hands unless a secret paper ballot is requested by any Member present.

III.6. **Scrutineers**

One or more scrutineers may be appointed by the President to act as required in the examination of the voting procedure, provided that such appointees abstain from participation in the discussion of, or voting on, the issue or issues in question.

#### **IV BOARD OF DIRECTORS**

Throughout this document, The Board of Directors may be referred to as "The Board" and members of the Board referred to as "Directors".

##### **IV.1. Composition of the Board**

IV.1.a) The Board shall consist of no fewer than nine (9) nor more than fifty (50) Directors who are Members of the Society.

##### **IV.2. Election of Directors**

IV.2.a) At any meeting of the Board, Members may be nominated as Directors, if the Member to be nominated has been a Member for a minimum of two years.

IV.2.b) Any Director may nominate any other Member as a candidate for the Board.

IV.2.c) At the time of the nomination for Director, the Secretary will inform the Members present of the current number of Directors on the Board. Should there be fewer than fifty (50) current Directors, an election will be held.

IV.2.d) Election will be by show of hands, or by secret ballot if so required by any Member.

IV.2.e) A nominee will be considered elected by the affirmative vote of three-fourths (3/4) of the Directors present.

IV.2.f) A person elected as a Director becomes a Director if they were present at the meeting when being elected, and did not refuse the nomination. They may also become a Director if they were not present at the meeting but consented in writing to act as a Director before the election, or within ten days after the election.

##### **IV.3. Term of Office**

Once elected, Directors hold office in perpetuity, or until:

IV.3.a) They resign by informing any Officer of the Society in person, or in writing, or by telephone that they wish to resign.

IV.3.b) They cease to be Members of the Society,

IV.3.c) They are removed as Director by the procedure outlined in IV.10 of these Bylaws.

##### **IV.4. Responsibilities of Directors**

IV.4.a) Each Director will be responsible to the Membership and the Board for such duties as may be assigned and accepted by said Director in order to fulfill the purposes of the Society.

IV.4.b) Each Director is required to attend, in any one year, at least one-half (1/2) of the meetings of the Board as set forth in these Bylaws.

IV.4.c) Failure to fulfill either of the responsibilities outlined in this item can be considered sufficient cause to remove the individual as Director.

##### **IV.5. Compensation**

The Directors will not receive any honorarium, salary or goods in return for their services to the Society.

IV.6. **Powers of the Board**

IV.6.a) 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.

IV.6.b) In order to fulfill the purposes of the Society, the Board may exercise all powers of the Society and do all lawful acts and things, even though such actions may not be directed by these Bylaws or by the Members of the Society, provided that such actions are not specifically prohibited by these Bylaws or by the Members of the Society.

IV.6.c) The Board shall regularly review and update Policies and Procedures in order to define the goals of the Society and to provide guidelines for the activities of the Society.

IV.6.d) The actions of a majority of Directors present at any meeting of the Board for which a Quorum is present will bind the Society.

IV.7. **Liability of Directors**

The Society shall hold harmless and indemnify its Directors and Officers against any and all claims and actions arising out of their participation in the affairs of the Society, except where such claims and actions relate to his/her negligence, criminal acts, or failure to act honestly and in good faith. The Society shall maintain Directors and Officers insurance in an amount to be determined by the Board.

IV.8. **Meetings of the Board**

IV.8.a) Meetings of the Board may be called at the discretion of the President. Meetings of the Board must be called by the President or the Vice-President if requested in writing

by any two Directors. At least twenty-four hours' notice of a Board meeting must be provided to all Directors.

IV.8.b) Notwithstanding the foregoing, immediately following the dissolution of each Annual General Meeting a meeting of the Board shall be convened without notice.

IV.9. **Quorum**

The lesser of one-third (1/3) of the total current number of Directors, or seven (7) shall constitute a Quorum for the Board of Directors, provided that the Quorum includes two (2) Officers if less than one-third (1/3) of the Directors are present.

IV.10. **Removal of Directors**

Any Director may be removed for any reason deemed sufficient by the Board of Directors evidenced by resolution adopted by three-fourths (3/4) affirmative vote of all Directors present at a meeting, provided that a Quorum of Directors is present. However, no vote on the removal of any Director shall be taken unless and until fifteen (15) days' notice in writing of the date set for a meeting of the Directors to hear and consider the case of such Director shall have been given to such Director by mailing the same in a registered envelope addressed to such Director at his/her address appearing on the Membership Roster. Recommendation for the removal of any Director may be proposed to the Directors by any five Members of the Society, acting jointly. The Director proposed to be removed shall have the right to appear before the Directors, and to be heard by the Directors before the Board shall take final vote on the question of removal.

## V OFFICERS OF THE SOCIETY

### V.1. **Election of Officers**

V.1.a) At the first meeting of the Board, (immediately following the dissolution of the Annual General Meeting), there shall be elected the Officers of the Society. These positions will include at a minimum President, Vice-President, Secretary, and Treasurer from nominations made prior to, or during, the meeting of the Board. Other Officers may also be elected at this time, as the Board deems advisable.

V.1.b) Should a position as specified in V.1.a become vacant, the remaining Officers may appoint a Director to act in that position until the Board elects a successor.

### V.2. **Qualifications for Office**

V.2.a) Any Member of the Society who has been a member of the Board of Directors for at least two (2) years may be nominated for the position of any of the Offices except that of President and Vice-President.

V.2.b) Nominations for the position of Vice-President will be considered valid only if, additionally, the nominees have been a Director for a minimum of three (3) years, and served as a Committee Chair for a minimum of two (2) years prior to such nomination.

V.2.c) Nominations for the position of President will be considered valid only if, additionally, the nominees have been a Director for a minimum of five (5) years, and served as a Committee Chair for a minimum of two (2) years prior to such nomination.

V.2.d) Nominations for the position of Past President will be considered valid only if, additionally, the nominees have previously served as President.

### V.3. **Term of Office**

Once elected, Officers shall hold their Office until one of the following occurs:

V.3.a) Their successors are elected.

V.3.b) They resign by informing any other Officer in the Society in person, or in writing, or by telephone that they wish to resign from their Office.

V.3.c) They cease to be Members of the Society.

V.3.d) They are removed as Director by the procedure outlined in IV.10 of these Bylaws.

### V.4. **President**

V.4.a) The President shall preside at all meetings of the Board and at all Annual General Meetings and Special General Meetings of the Society. At such meetings, the duties of the President shall be those customary to the Office.

V.4.b) The President shall fulfill all duties as directed by the Board.

V.4.c) The President shall be an *ex officio* member of all Committees appointed by the Board.

V.4.d) The President shall have the authority, when time constraints or other circumstances require, to bind the Society to decisions or actions deemed necessary by the President without the prior approval of the Board; provided that any expenditures so incurred by the President do not exceed an amount defined by the Board from time to time, and that such actions are reported in full to the next meeting of the Board.



- V.5. **Vice-President**  
The Vice-President shall act in the absence of the President and shall fulfill such other duties as directed by the Board.
- V.6. **Secretary**
- V.6.a) The Secretary shall keep minutes of each meeting held, showing the business transacted thereat and at each meeting shall record the names of the Members present.
  - V.6.b) The Secretary shall circulate all notices required by the Bylaws, or by the Board; shall prepare and circulate all minutes of Board meetings to Directors; and shall read or circulate all minutes of the previous Annual General Meeting or any Special General Meeting to the Annual General Meeting.
  - V.6.c) The Secretary shall be the custodian of the Society's corporate seal and shall make the seal available for use as specified by the Board.
  - V.6.d) The Secretary shall maintain the Society's Membership Roster and shall include on it a notation of those Members who are Directors.
  - V.6.e) The Secretary shall ensure that all forms, registrations and other documents that may be required by law or by bodies extant to the Society are completed, filed and correctly updated.
- V.7. **Treasurer**
- V.7.a) The Treasurer shall record and keep all financial transactions of the Society and shall report the same to the Board at any meeting and to the Members at the Annual General Meeting.
  - V.7.b) The Treasurer shall maintain an inventory of all capital assets that may be in the possession of the Society and shall report the same to the Members at the Annual General Meeting.
  - V.7.c) The Treasurer shall provide the Auditor with all financial records and inventories.
- V.8. **Past President**  
The Past President shall advise the other Officers and shall fulfill such other duties as directed by the Board.

## **VI COMMITTEES**

- VI.1. **Appointment**
- VI.1.a) The Board shall appoint from time to time such standing committees as it may deem necessary to carry out the purposes of the Society. All Committees shall report to the Board.
  - VI.1.b) No individual may be appointed or elected as Chairperson of any committee unless said individual is a Director.
- VI.2. **Powers of Committees**  
The Board shall have the power to delegate to the committees appointed by it such duties or functions as in the judgement of the Board shall promote the general welfare of the Society. No committee shall have the power to bind or represent the Society except as expressly authorized to do so by the Board.
- VI.3. **Committee Meetings**  
Each committee shall meet at the call of the respective Chairperson, as frequently and at such time as may be determined by the committee.

**VII. FINANCIAL RESPONSIBILITIES**

VII.1. **Auditors**

The Board shall appoint an auditor to audit the accounts of the Society annually. The remuneration of the auditor shall be fixed by the Board.

VII.2. **Fiscal Year**

The fiscal year end of the Society in each year shall be June 30.

VII.3. **Banking**

The bank accounts of the Society shall be maintained by such bank or trust company as the Board by resolution may designate. All banking business, or any part thereof, shall be transacted on behalf of the Society by two or more Officers and/or other persons that the Board may designate or authorize from time to time by resolution, and to the extent therein provided. Included in the transaction of business shall be the operation of the accounts of the Society, the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money and the execution of an agreement relating to any such banking business and defining the rights and powers of the parties thereto.

VII.4. **Fund Raising**

In order to fulfil the objects of the Society, the Board may resolve to authorize any lawful solicitation ventures with the purpose of securing funds to be used by the Society. The Board may designate such funds to be expended in the operation of the Society or to be held in trust.

VII.5. **Borrowing Powers**

For the purpose of carrying out the objects of the Society, the Board may borrow or raise or secure the payment of money in such terms it may deem advisable upon the credit of the Society.

**VIII. NOTICES**

Any notice, communication or document to be given by the Society to a Member shall be sufficiently given if it is:

VIII.1. Delivered personally to the Member to whom it is to be given, or

VIII.2. Delivered to the Member's address as recorded in the Membership Roster, or

VIII.3. Mailed by prepaid mail in an envelope addressed to the Member at the Member's address as recorded in the Membership Roster, or

VIII.4. Delivered by electronic means if the Member has recorded an electronic address in the Membership Roster.

**IX. INSPECTION OF BOOKS AND RECORDS**

The books and records of the Society may be inspected by any Member upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of the same.

**X. SIGNATURE AND CERTIFICATION OF DOCUMENTS**

X.1. **Seal**

The Society may have a corporate seal in form approved by the Board bearing the name of the Society and the words "corporate seal". The seal shall be kept in the custody of the Secretary.

X.2. **Use of Seal**

The seal shall not be impressed upon any document except in the presence of the President and the Secretary, or in the presence of any two Directors who may be so authorized by resolution of the Board.

**XI. AMENDMENT OF BY-LAWS**

The Bylaws of the Society shall not be amended except by a Special Resolution of the Society. For such purpose, "Special Resolution" shall be defined by the *Societies Act* of Alberta.