

CALGARY AND DISTRICT BEEKEEPERS ASSOCIATION

(the "Society")

BYLAWS

## MEMBERSHIP

1. The annual membership fee 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.
2. Any member wishing to withdraw from membership may do so by email notice to one of the Board members. If a member withdraws membership for any reason, there will be no refund of the membership fee. Any member upon a majority vote of the Board of Directors may be expelled from membership for any cause which the Society may deem reasonable.

## 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 these 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.
5. Meetings of the Board shall be held as often as may be required, but at least every quarter and shall be called by the President. Meetings of the Board shall be called by giving three days' notice via email to each Board Member.
6. A majority of the number of officers and directors of the board shall constitute a quorum. A Board meeting shall still be held if no quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called Board meeting; otherwise, such business transactions shall be null and void.
7. A special meeting of the Board may be called on the instructions of any three Board members provided they ask the President, via email, to call such a meeting, and state the business to be brought before the meeting.
8. A person shall become a director:
  - a. if they were present at the meeting where they were appointed or elected, and did not refuse the appointment; or

- b. if they were not present at the meeting where they were appointed or elected, and:
    - i. consented to act as a director via email prior to or within ten days after their appointment or election; or
    - ii. acted as a director based on the appointment or election.
- 9. Any director or officer, upon a majority vote of at least half of all members in good standing, may be removed from office for any reasonable reason.
- 10. A member holding a position in a for-profit company associated with beekeeping may not be nominated to hold office without prior approval from four of the existing Board members.
- 11. The board shall consist of a minimum of three members, up to a maximum nine members, including but not limited to the President, Vice President, Secretary, and Treasurer. The board may create other roles as they see fit, otherwise remaining positions may be titled 'Director at Large.'

### ***President***

- 12. The President shall be the chief executive officer of the Society and, subject to the direction of the Board of Directors, shall supervise and direct the affairs of the Society. The President shall preside at meetings of the members and the Board of Directors, ensure that decisions of the Board and membership are implemented, and act as the primary representative and spokesperson of the Society. The President shall perform such other duties as may be assigned by the Board or required by these bylaws.

### ***Vice President***

- 13. The Vice President shall assist the President and, in the absence or incapacity of the President, shall exercise the powers and perform the duties of the President. The Vice President shall carry out such responsibilities as may be assigned by the President or the Board of Directors and shall support the effective governance of the Society.

### ***Past President***

- 14. The Past President shall serve in an advisory capacity to the Board of Directors and officers, providing continuity and institutional knowledge. The Past President shall perform such duties as may be assigned by the Board of Directors.

### ***Secretary***

- 15. The Secretary shall be responsible for ensuring accurate records of the Society, including minutes of meetings of the members and the Board of Directors, maintenance of official documents, and custody of the Society's records as required by law. The Secretary shall provide required notices of meetings and shall perform

such other duties as may be assigned by the Board of Directors or required by these bylaws.

### ***Treasurer***

16. The Treasurer shall be responsible for the financial affairs of the Society, including the receipt, custody, and disbursement of funds, maintenance of accurate financial records, and preparation of financial reports for the Board of Directors and members as required. The Treasurer shall ensure that the financial practices of the Association comply with these bylaws and applicable legislation and shall perform such other duties as may be assigned by the Board of Directors.

## **FINANCIAL**

17. 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 selected for that purpose. The reviewer(s) shall submit a complete and proper statement of the standing of the books for the previous year at the Annual Meeting.
18. The fiscal year end of the Society shall be December 31.
19. Any member may inspect the books and records 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 Board member shall at all times have access to such books and records.

## **MEETINGS**

20. The Society shall hold an annual meeting on or before March 31 in each year (an "**Annual Meeting**"). Notice of an Annual Meeting shall be sent to each member via email at his or her last known email address at least 14 days prior to the date of the meeting. At the Annual Meeting the members shall elect or confirm the previous election of a President, Vice President, Secretary, Treasurer and directors. Each position shall be held for two years. All other positions shall be held for two years. The officers and directors so elected shall form the Board, and shall serve until their successors are elected and installed.
21. A vacancy occurring on the Board for any reason, including resignation, removal, incapacity, or death, may be filled by resolution of the remaining Directors. A Director appointed to fill a vacancy shall serve until the next Annual Meeting, at which time the membership may elect a Director in accordance with these bylaws.
22. In addition to the Annual Meeting, the President or Secretary may call general meetings of the members at any time (a "General Meeting"). Notice of a General

Meeting shall be sent to each member via email to his or her last known email address at least three days prior to the date of such meeting.

23. The President or Secretary shall call a special meeting of the members upon receiving a petition signed by one-third of the members in good standing, setting out the reasons for calling such meeting (a "Special Meeting"). Notice of a Special Meeting shall be sent to each member via email to his or her last known email address at least twenty-one days prior to the date of such meeting.
24. Ten percent of members in good standing at the time of any meeting shall constitute a quorum at such meeting of the members.

## **VOTING**

25. Any member who has paid their annual fees, has not withdrawn from membership and has not been suspended nor expelled shall have the right to vote once at any meeting of the members. Such votes must be made in person and not by proxy or otherwise. A show of hands shall decide every vote unless a ballot has been properly requested. Ballots shall be used if at least five members request it.

## **RENUMERATION**

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

## **BORROWING POWERS**

27. For the purpose of carrying out its objectives, 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**

28. These bylaws may be rescinded, altered or added to by a special resolution of the Society.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Address: \_\_\_\_\_

Print Name: \_\_\_\_\_