

PROVINCE OF ALBERTA
SOCIETIES ACT
BYLAWS
OF
EDMONTON CREW ASSOCIATION
(EDMONTON COMMERCIAL REAL ESTATE WOMEN)
(the “Society”)

PROVINCE OF ALBERTA
SOCIETIES ACT
BYLAWS
OF
EDMONTON CREW ASSOCIATION
(EDMONTON COMMERCIAL REAL ESTATE WOMEN)

(the “Society”)

PRINCIPLES AND PURPOSE

1. The name of the Society is EDMONTON CREW ASSOCIATION (EDMONTON COMMERCIAL REAL ESTATE WOMEN), an Alberta non-profit society which does business as “Edmonton CREW”.
2. The operations of the Society shall be carried on without purpose of gain for its members and no part of the net earnings of the Society shall enure to the benefit of any member or individual as defined pursuant to the provisions of the *Income Tax Act of Canada* and any amendments thereto (the “*Income Tax Act*”). Any profits or other accretions in the Society shall be used in promoting its purposes. This provision is unalterable.
3. In the event of winding-up or dissolution of the Society, all assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations concerned with the same objects as the Society as may be determined by the members of the Society at the time of winding-up or dissolution or, if effect cannot be given to the aforesaid provision, then such assets shall be given or transferred to some other organization or organization as may be determined by the members of the Society by ordinary resolutions; provided that such organization referred to in this paragraph shall be a non-profit organization, charitable organization, charitable corporation or charitable trust recognized by Canada Revenue Agency as being qualified as such under the provisions of the *Income Tax Act* (Canada) from time to time in effect. This provision is unalterable.

Part 1- Interpretation

- 1.1 The definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws.
- 1.2 In these bylaws, unless the context otherwise requires:
 - (a) “**Affiliate Member**” is an individual who does not qualify for Full Member status, but whose admission furthers the purpose of the Society and benefits its members. An Affiliate Member must have 5 or more years of experience (in a field related to Commercial Real Estate), must demonstrate support of women in

Commercial Real Estate and be employed full time in a position, the primary professional responsibilities of which relate to, benefit or support Commercial Real Estate and supplies a service or physical product related to Commercial Real Estate. Affiliate Member applicants from companies that primarily contract as subcontractors for construction activities (i.e., mechanical, electrical, roofing), installation or maintenance will be considered Affiliates except when the applicant has a professional license

- (b) **“Associate Member”** means an individual who:
 - (A) has at least two (2) years experience in a Commercial Real Estate Field; and
 - (B) at the time of such individual’s application to become a member of the Society, is currently involved in a substantially full-time, professional position, the primary responsibilities of which are in one or more Commercial Real Estate Fields or in positions which relate to, benefit, or support Commercial Real Estate; and
 - (C) demonstrates support of women in Commercial Real Estate;
- (c) **“Civic Member”** means an individual who:
 - (A) at the time of such individual’s application to become a member of the Society, is currently involved in local or regional government, other public agencies, universities or other educational institutions or not-for-profit organizations; and
 - (B) demonstrates support of women in Commercial Real Estate;
- (d) **“Commercial Real Estate”** shall mean income producing real property and real property held for investment. Services rendered in connection with the sale or transfer of individual residential units, comprising one to four residential dwellings, shall not be considered to relate to commercial real estate;
- (e) **“Commercial Real Estate Field”** shall, so long as the services provided are directly and integrally related to Commercial Real Estate, include the fields of accounting, acquisitions, administration, advertising, appraisal, architecture, asset management, brokerage, real estate, construction, construction management, consulting, marketing/public relations, economic development, engineering, environmental, finance, commercial insurance, interior design/space planning, investment management, land use planning/zoning, law, leasing, lending, market research, mortgage banking/brokerage, personnel (search placement), property management, public service/agency, land development, sales, servicing, syndication, title/escrow services, and such other fields as from time to time may be approved by the Directors;

- (f) **“CREW Network”** means the Commercial Real Estate Women Network;
- (g) **“Director”** shall have the meaning set out in Part 9 hereof;
- (h) **“Full Member”** means an individual who:
 - (A) has at least five (5) years’ experience in a Commercial Real Estate Field;
 - (B) at the time of such individual’s application to become a member of the Society, is currently involved in a substantially full-time position in one or more Commercial Real Estate Field; and
 - (C) demonstrates support of women in Commercial Real Estate;
- (i) **“Nominating Committee”** shall be comprised of Members and established by the Directors;
- (j) **“Members”** means Full Members, Associate Members, Civic Members, Retired Members, and Affiliate Members and other individuals or classes of individuals that the Directors may subsequently deem appropriate to meet or promote the purposes of the Society;
- (k) **“Membership Committee”** means the Directors or the committee or agent to whom the responsibility for membership applications is delegated by the Directors or by the President;
- (l) **“Officer”** shall have the meaning set out in Part 9 hereof;
- (m) **“Registered Address”** of a Member means her address, facsimile number or email address as recorded in the register of Members;
- (n) **“Retired Member”** means an individual who was previously a Member but is no longer working full time;
- (o) **“Special Resolution”** means:
 - (A) a resolution passed
 - (i) at a general meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
 - (ii) by the vote of not less than 75% of those Members who, if entitled to do so, vote in person or by proxy,
 - (B) a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days’ notice has been given,

if all the Members entitled to attend and vote at the general meeting so agree, or

- (C) a resolution consented to in writing by all of the Members who would have been entitled at a general meeting to vote on the resolution in person, or where proxies are permitted, by proxy.
- (p) “*Societies Act*” means the Societies Act of the Province of Alberta from time to time in force and all amendments to it; and
- (q) Words importing the singular include the plural and vice versa; and words importing a female person include a male person and vice versa.

Part 2- Membership

2.1 The Members of the Society are those persons who become Members in accordance with these bylaws and who have not subsequently ceased to be Members.

2.2 Unless renewed, Membership in the Society expires annually on the 31st day of December.

2.3 The Society shall keep a record of the membership of the Society, including the current name, address, telephone number, email address (if any), the date of admission for each Member, the date a Member ceases to be a member of the Society and the class of membership of each Member and shall have that record available at such time and place as is necessary for the conduct of the Society’s business.

2.4 Membership in the Society is not transferable or assignable.

2.5 The number of Full Members in the Society shall be greater than or equal to seventy-five percent (75%) of the total membership. The number of Associate Members and Affiliate Members shall collectively not exceed twenty-five percent (25%) of the total membership. The number of Civic Members and Retired Members shall not be counted against the membership ratio calculation.

2.6 Any individuals who were Members on or before December 31, 2015 who would be defined as Affiliate Members are deemed to be Full Members.

2.7 The Directors may from time to time set limits on the number of Affiliate Members within any one or more specialty or category, or from the same company. This authority may be delegated to the Membership Committee.

2.8 A person may apply to the Membership Committee for membership in the Society and on acceptance by the Membership Committee and payment of the applicable membership dues shall be a Member. An applicant for membership shall submit a written application (on the Society’s form) and one (1) sponsorship reference letter from a current Member of the Society or a business associate that is active in the Commercial Real Estate Field. Notwithstanding

anything contained in these by-laws, all applications for membership are subject to review and approval by the Membership Committee or the Directors or both, who may approve or disapprove an applicant in their sole discretion, taking into account, among other factors, the need to balance the membership as to (i) the Commercial Real Estate Fields represented, (ii) the number of Full Members, Associate and Affiliate Members, and (iii) the number of organizations represented. Additionally, preference will be given to female applicants for membership as Affiliate Members.

2.9 All Members are in good standing except a Member who has failed to pay her current annual membership dues or any other subscription or debt due and owing by her to the Society and she is not in good standing so long as the dues or debt remain unpaid five (5) days after written notice from the Society.

2.10 Change of Membership Category. The Society shall keep, or shall cause CREW Network to keep, a record of membership categories for each Member and contact the Member if, for any reason, she should be moved to a different category of membership. This review shall occur annually. A Member may also request a change in category in writing to the Secretary, which shall be reviewed by the membership chair.

2.11 Membership Rights and Obligations

Every Member shall:

- (a) uphold and comply with these bylaws and any rules and policies established by the Directors of the Society from time to time;
- (b) have the right to attend all meetings of the Members;
- (c) have the right to attend the annual conferences put on by the CREW Network;
- (d) provide written notice to the Secretary of the Society any change of address, change of employment, or change of contact information within 30 days of the change; and
- (e) provide to the Society on an annual basis a current email address, residential address, and work address.

2.12 Membership Termination

A person shall cease to be a Member of the Society:

- (a) on the expiration of the period of membership, unless the membership is renewed;
- (b) on failure of a Member to pay dues pursuant to Part 3 below;
- (c) by delivering her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;

- (d) for any event which renders a Member ineligible for membership as determined by the Directors, including, but not limited to, not being actively involved in a Commercial Real Estate Field for a period of two (2) years or more or being expelled from the Member's governing professional body.
- (e) on her death;
- (f) on dissolution of the Society; and
- (g) on being expelled from the Society.

Membership termination shall not relieve the Member of the obligation to pay any accrued and unpaid dues, assessments or other charges.

2.13 A Member may be expelled by a Special Resolution.

2.14 Membership Reciprocity Program. The Society shall participate in the membership reciprocity program, as set forth by CREW Network, in order to accommodate CREW Network members for the remainder of the term for which their CREW Network dues were paid, as long as they are considered a Member in good standing of another CREW Network chapter. In this regard:

- (a) there will be no local dues required from these individuals for the membership term for which CREW Network dues were paid;
- (b) prior to membership renewals for the next membership term, the individual will be asked to complete a membership application form, which shall be presented to and reviewed by the Membership Committee. If approved for continued membership, regular Society dues will be assessed going forward.

Part 3- Dues and CREW Network Affiliation

3.1 Each Member shall pay annual dues to the Society in such amount and on a date as shall be determined from time to time by the Directors. Dues are non-transferable and non-refundable. Annual dues for new Members shall be payable on the first day of the month following notification of acceptance.

3.2 Each Member shall pay special dues directly to the Society in such amount and on a date as shall be determined from time to time by Special Resolution of the Members.

3.3 Members failing to pay dues within thirty (30) days after the due date established by the Directors shall be notified in writing of their delinquency in accordance with the notice provisions set out in Section 16.2 herein. Failure to pay within twenty (20) days following the date such notice was received or deemed received shall automatically result in termination of membership in the Society.

3.4 The Society is affiliated with the CREW Network and the Society and its Members shall pay affiliation dues to CREW Network as required by CREW Network.

Part 4- Meetings of Members

4.1 General meetings of the Society shall be held at the time and place, in accordance with the *Societies Act*, as designated by the Directors.

4.2 Every general meeting of the Members of the Society, other than an annual general meeting, is a special meeting.

4.3 The Directors may, when they think fit, convene a special meeting.

4.4 A special meeting shall be called by the President or Secretary upon a majority vote of the Directors or upon receipt by her of a petition signed by ten percent (10%) of all the Members in good standing, setting forth the place, day and hour of the special meeting and the reasons for calling such special meeting, notice of which shall be given to Members in writing at least twenty-one (21) days prior to the date of the special meeting.

4.5 Notice of a general meeting shall specify the place, day and hour of the general meeting, and in case of special business, the general nature of that business and shall be given to Members in writing at least twenty-one (21) days prior to the date of the general meeting. The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that general meeting.

4.6 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and shall be held in the last quarter of such calendar year.

Part 5- Proceedings at Meetings of Members

5.1 Special business is:

- (a) all business at a special meeting except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of Directors;
 - (vi) the appointment of the auditor, if required; and

(vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the annual general meeting.

- 5.2 (a) No business, other than the election of a chairman and the adjournment or termination of the general meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the general meeting is adjourned or terminated.
- (c) A quorum is thirty (30%) percent of Members or such greater or lesser number that the Members may determine at a previous general meeting.

5.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the general meeting, if convened on the requisition of Members, shall be terminated; in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned general meeting, a quorum is not present within 30 minutes from the time appointed for the general meeting, the Members present shall constitute a quorum.

5.4 Subject to bylaw 5.5, the President of the Society, the President-Elect of the Society or, in the absence of both, one of the other Directors present, shall preside as chairman of a general meeting.

5.5 If at a general meeting:

- (a) there is no President, President-Elect or other Director present within 15 minutes after the time appointed for holding the general meeting; or
- (b) the President, President-Elect and all the other Directors present are unwilling to act as chairman,

the Members present shall choose one of their number to be chairman.

- 5.6 (a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned general meeting other than the business left unfinished at the general meeting from which the adjournment took place.
- (b) When a general meeting is adjourned for 10 days or more, notice of the adjourned general meeting shall be given as in the case of the original general meeting.
- (c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

- 5.7 (a) No resolution proposed at a general meeting need be seconded and the chairman of a general meeting may move or propose a resolution.
- (b) Unless otherwise specifically stated herein or in the *Societies Act*, all resolutions proposed at a general meeting shall be decided by a majority of votes of the Members present.
- (c) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which she may be entitled as a Member and the proposed resolution shall not pass.

5.8 Members in good standing shall have the right to vote, as set forth in Section 5.9 below on the following matters:

- (a) the election of Directors;
- (b) the amendment of these Bylaws;
- (c) the disposition of all or substantially all of the assets of the Society; and
- (d) dissolution of the Society.

- 5.9 (a) A Member in good standing present at a general meeting of Members is entitled to one vote.
- (b) Unless otherwise noted by ballot, voting is by show of hands or orally;
- (c) Voting by proxy is permitted. A Member in good standing may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy. A proxyholder must be a Member in good standing of the Society.

5.10 A resolution in writing signed by all the Members and placed with the minutes of the Members is as valid and effective as if regularly passed at a general meeting of the Members.

Part 6- Directors

6.1 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, and shall manage all the activities and affairs of the Society but subject, nevertheless to:

- (a) all laws affecting the Society;
- (b) these bylaws; and
- (c) policies and rules, not being inconsistent with these bylaws, which are made from time to time by the Society in a general meeting.

6.2 Without prejudice to or limiting the general powers conferred herein, other than the express limitations set out in Section 6.2 above, the Directors shall have power to:

- (a) appoint and remove all agents and employees of the Society; prescribe powers and duties for them that are consistent with law, with these bylaws; and fix their compensation and require from them security for faithful performance of their duties;
- (b) change the principal office from one location to another;
- (c) borrow money and incur indebtedness on behalf of the Society and cause to be executed and delivered for the Society's purposes, in the Society's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities;
- (d) approve all applications for membership or designate a Membership Committee do so, which approval shall require the affirmative vote of a majority of the Directors or Membership Committee, as the case may be;
- (e) designate other committees as the Directors see fit in order to promote the objects and purpose of the Society;
- (f) appoint and remove members to serve as delegates to the CREW Network;
- (g) promote, schedule and organize events and functions to further the objects of the Society including, without limitation, preparing and distributing a membership directory and Society newsletter;
- (h) decide on those Directors, if any, to chair committees as set out in Section 7.8;
- (i) decide on the requisite number of Directors for each year;
- (j) decide on those Directors to fill the officer positions, subject to and in accordance with Part 10 herein;
- (k) decide on those Directors to fill the positions of the two (2) official delegates, who are charged with the responsibility to disseminate information from CREW Network to the members and Directors of the Society, act as a liaison between CREW Network and the Society, and attend all CREW Network council meetings during her term; and
- (l) institute lawsuits to carry out the provisions of this Section 6.3 to the full extent permitted by law.

6.3 The number of Directors shall be no more than 11 and no less than 5, or such number as may be determined from time to time by ordinary resolution.

6.4 Subject to the provisions set out in Part 10 herein, the Directors shall elect from among

themselves a President, President-Elect, Past-President, Treasurer and Secretary, and such additional officers as they may from time to time determine necessary in their sole discretion.

6.5 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office at any given time.

6.6 No Director shall be remunerated for being or acting as a Director other than for expenses necessarily and reasonably incurred while engaged in the affairs of the Society, as expressly approved in advance by the Directors.

Part 7 - Meetings of Directors & Committees

7.1 The Directors shall meet a minimum of 6 times throughout each calendar year.

7.2 The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

7.3 The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office.

7.4 The President shall be chairman of all meetings of the Directors, but if at a meeting the President is not present within 15 minutes after the time appointed for holding the meeting, the President-Elect shall act as chairman; but if neither is present the Directors present may choose one of their members to be chairman at that meeting.

7.5 A Director may at any time convene a meeting or request the Secretary to convene a meeting of the Directors. The Secretary, on the request of any Director, shall convene a meeting of the Directors.

7.6 For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of Members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

7.7 (a) Unless otherwise specifically stated herein, all matters and questions arising at a meeting of the Directors, including any matter which requires the approval of the Directors herein, shall be decided by a majority of votes of the Directors, as applicable.

(b) In case of an equality of votes the chairman shall not have a second or casting vote.

7.8 The Directors or any one or more of them may participate in a meeting of the Directors by means of conference telephone or other communication facility by means of which all Directors participating in the meeting can hear each other. All Directors participating in a meeting in accordance with this Section 7.8 shall be deemed to be present at the meeting and shall be counted in the quorum therefor and be entitled to speak and vote thereat.

7.9 A resolution in writing signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of the Directors.

7.10 The Directors may delegate any, but not all, of their powers to committees which may consist of such Director or Directors and/or Members as they think fit.

7.11 A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done. No commitments on behalf of the Society may be made by the committee chair or Members of the committees without the prior approval of the Directors.

7.12 If not designated by the Directors, a committee shall elect a Member to be the committee chairman. The committee chairman shall serve a term of one (1) calendar year beginning on January 1 of the year immediately following completion of the election during which the Directors are elected. In the event of a vacancy in the chair of a committee, the President shall appoint an individual to serve out the unexpired term.

7.13 The members of a committee may meet and adjourn as they think proper.

7.14 If at a meeting of the committee the chairman is not present within 15 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their members to be chairman of the meeting.

Part 8- Nomination and Election of Directors; Term

8.1 Nomination of Directors:

- (a) Solicitation for Nominations – The Nominating Committee shall throughout the year, solicit nominations from among the Members for directorship positions. Each nominee shall be a Member in good standing of the Society and dedicated to the purposes of the Society.
- (b) Submission of Slate of Nominees - The Nominating Committee shall submit all nominees together with their recommendations for a slate of nominees to the Directors not less than forty-five (45) days prior to the annual general meeting.
- (c) Director to approve Slate - the Directors shall determine the slate of nominees, to be ratified at the annual general meeting.
- (d) Removal of Name From Slate - If, prior to the date of the annual general meeting, any nominee removes her name from the slate for any reason, this shall be considered a vacancy in Directors and section 8.2(e) shall apply.

8.2 Election of Directors and Term of Office:

- (a) Ratification of Slate at Annual General Meeting – The Directors of the Society shall be ratified by a majority of the Members at each annual general meeting of the Members.
- (b) Election if Slate not Ratified – if the slate of nominees is not ratified by a majority of the Members at the annual general meeting, a yes/no vote by ballot shall occur, wherein each individual Director of the Society may be elected based upon the majority of ballots cast at that annual general meeting.
- (c) Election by Special Member’s Meeting - If any annual general meeting is not held, the Directors may be elected at any general meeting of the Members called for that purpose.
- (d) Term for Directors – The Directors shall each serve for a three (3) year term. Notwithstanding the foregoing, if a Director serves as President in the third year of her term, the President’s term shall be automatically extended by one (1) year so as to permit her to fulfill the Past-President role.
- (e) Vacancies in Directors - If a Director resigns her office or otherwise ceases to hold office, or there is a vacancy pursuant to Section 8.1(d), the remaining Directors shall appoint a Member to take the place of the former Director. A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society and remains eligible for re-election at that meeting.
- (f) Removal of Directors by Special Resolution - The Members may by Special Resolution remove a Director before the expiration of her term of office, and may elect a successor to complete the term.
- (g) Removal of Director when no longer a Member- a Director is automatically removed as a Director if she is no longer a Member of the Society.

Part 9- Officers

9.1 The Officers of the Society shall be the President, President-Elect, Past-President, Secretary and Treasurer, except that during the first calendar year of the Society’s existence, the office of Past-President shall not be filled. The Society may also have such other Officers as it may desire from time to time to be determined in the sole discretion of the Directors. Each Officer shall be a Member in good standing of the Society and dedicated to the purposes of the Society.

- 9.2 (a) The President shall preside at all meetings of the Society and of the Directors.
- (b) The President is the chief executive officer of the Society and shall supervise the other Officers in the execution of their duties.

9.3 The President-Elect shall carry out the duties of the President during her absence.

9.4 The Secretary shall:

- (a) conduct the correspondence of the Society;
- (b) issue notices of meetings of the Society and Directors;
- (c) keep minutes of all meetings of the Society and Directors;
- (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- (e) have custody of the common seal, if any, of the Society;
- (f) keep the minute book and maintain all corporate filings of the Society; and
- (g) maintain the register of Members.

9.5 The Treasurer shall:

- (a) receive all monies payable to the Society;
- (b) establish and maintain bank accounts in a bank or banks approved by the Directors in the name of the Society and promptly deposit Society funds therein;
- (c) disburse funds upon authorization of the President and one other Director;
- (d) file all tax forms;
- (e) keep the financial records, including books of account, necessary to comply with the *Societies Act*;
- (f) render financial statements to the Directors, Members and others when required;
- (g) develop an annual budget;
- (h) submit the Society's year end financial records and proposed budget to the Directors at the close of the Society's fiscal year; and
- (i) invoice Members for annual dues.

9.6 Not more than one (1) Officer position shall be held concurrently by the same person.

9.7 No Officer shall be remunerated for being or acting as an Officer other than for expenses necessarily and reasonably incurred while engaged in the affairs of the Society, as expressly approved in advance by the Directors.

9.8 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

Part 10– Election of Officers; Term

10.1 Election of Officers - The position of President shall be filled by the retiring President-Elect. The position of Past-President shall be filled by the retiring President. All other Officers of the Society shall be elected by a majority of the Directors at the first meeting of the Directors in each calendar year.

10.2 President and President-Elect - If the retiring President-Elect is unable or unwilling to assume the position of President, then the President shall be elected as set out in Section 10.1 above, the President of the Society must have served at least one (1) prior term as a Director and must have completed at least two (2) full years as a Member in good standing of the Society. If the retiring President is unable or unwilling to assume the position of Past-President, the office of Past-President shall not be filled for the next ensuing term for such office.

10.3 Term for President, President-Elect and Past-President - The President, President-Elect, Past-President, shall hold office for a term of one (1) year beginning on the date elected and terminating on the date their successor is appointed in the next calendar year.

10.4 Removal of Officers – The Directors may by two-thirds majority vote to remove an Officer before the expiration of her term of office, and may elect a successor to complete the term. In addition to the foregoing, an Officer shall be automatically removed from the office held in the event such Officer becomes bankrupt, makes a voluntary assignment in bankruptcy, or is otherwise declared bankrupt or insolvent by a court of law.

10.5 Vacancy - A vacancy in the office of President shall be filled by the President-Elect who shall become President for the remainder of the unexpired term. All other Officer vacancies shall be filled for the remainder of the unexpired term by appointment made by the President and shall be subject to approval by majority vote of the Directors.

10.6 Term of Office for Officers Filling a Vacancy - Each Officer appointed to fill a vacancy shall hold office until the expiration of the term of office for which elected or appointed, as the case may be, and until a successor has been elected.

Part 11– Conduct, Limitation of Liability and Indemnification

11.1 Every Director and Officer in exercising her powers and discharging her duties shall act honestly and in good faith with a view to the best interests of the Society and exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances.

11.2 There shall be no monetary liability on the part of, and no cause of action for damages shall arise against, any Director or Officer of the Society based upon any alleged failure to discharge the duties of such Director or Officer unless the duties are performed in bad faith.

11.3 Subject to the *Societies Act*, the Society shall indemnify Directors, Officers, former Directors and former Officers, and their heirs and legal representatives against all costs, charges and expenses including any amount paid to settle an action or satisfy a judgment reasonably occurred by such Directors or Officers in respect of any civil, criminal or administrative action or proceeding to which she is made a party by reason of being or having been a Director or Officer if:

- (a) she acted honestly and in good faith with a view to the best interests of the Society; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, she had reasonable grounds for believing that her conduct was lawful.

The Society may also indemnify such other persons in other circumstances as the *Societies Act* permits or requires. Nothing in these bylaws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these bylaws.

11.4 The Society is authorized to maintain in full force and effect standard policies of directors and officers liability insurance and comprehensive business insurance covering all Directors and Officers of the Society, insuring them against liability for any action taken or not taken by them in the capacities as Directors and Officers to the extent set forth in such policies.

Part 12- Seal

12.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

12.2 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and President-Elect.

Part 13- Borrowing

13.1 In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise money, or if approved by Special Resolution at a general/special meeting of the Members, borrow and secure the payment or repayment of money.

Part 14- Contracts, Loans, Cheques and Deposits

14.1 The Directors may authorize one or more Directors or Officers or agents to enter into, execute and/or deliver any instrument in the name of and on behalf of the Society and, subject to approval by Special Resolution at an extraordinary meeting, to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments. All cheques or orders for the payment of money shall require two authorized signatures. Any proposed expense in excess of \$500.00 which is not included in the

budget previously approved by the Directors shall require the approval of the Directors prior to incurring the expense.

Part 15- Auditor

15.1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each fiscal year or as required in accordance with the *Societies Act*. The fiscal year of the Society in each year shall be January 1 to December 31.

15.2 The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.

15.3 At each annual general meeting, the Society shall appoint an auditor to hold office until she is re-elected or her successor is elected at the next annual general meeting.

15.4 An auditor may be removed by ordinary resolution.

15.5 An auditor shall be promptly informed in writing of appointment or removal.

15.6 The auditor may be a Member. No Director and no employee of the Society shall be auditor.

15.7 The auditor may attend meetings.

Part 16- Notices to Members

16.1 A notice may be given to a Member either personally or by delivery, mail, facsimile or email to her at her Registered Address.

16.2 Any notice to be given to Members will be sufficiently given if sent by email, facsimile transmission, served personally or if mailed prepaid in any post office in the Province of Alberta. Any notice not served personally will be deemed to have been given on the third business day following the date of mailing as aforesaid and on the date of emailing or facsimile transmission; but any notice given during a strike, lockout or other labour disturbance at the post office or interruption in mail service shall be emailed, faxed or served personally and not mailed.

16.3 Notice of a general meeting shall be given to:

- (a) every Member shown on the register of Members on the day notice is given; and
- (b) the auditor, if Part 15 applies.

16.4 No other person is entitled to receive notice of a general meeting.

Part 17- Bylaws and Books and Records

17.1 On being admitted to membership, each Member is entitled to and the Society shall give her, upon written request without charge, a copy of the bylaws and application for incorporation of the Society.

17.2 New bylaws may be adopted or these Bylaws may be amended or repealed by a Special Resolution of the Members only.

17.3 The books and records of the Society may be inspected at the records office of the Society by any Member at the annual general meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each Director shall at all times have access to such books and records.

Part 18- Non-Profit Purpose

18.1 The Society shall not carry on a business, trade, industry or profession for profit or gain except as an incident to its purposes.

18.2 The Society shall have the power to accept donations, gifts, legacies and bequests.

Part 19 – Meetings of CREW Network Organization

19.1 A minimum of one (1) official delegate, or designated alternate, will be in attendance at all CREW Network council of delegates meetings (typically three times of year: winter, spring and fall) to represent the Members of the Society as a chapter of CREW Network. The official chapter delegates are responsible to disseminate CREW Network information to the Members and Directors of the Society and to act as a liaison between CREW Network and the Society. Pursuant to the CREW Network policies, the Society will have two (2) votes on all CREW Network governance issues that come before the council of delegates: one (1) vote from each of the two (2) delegates, or two (2) votes from one (1) delegate, if he or she is the only delegate in attendance.

Part 20 – Counterpart

20.1 These bylaws may be executed in any number of counterparts, all of which together shall constitute one and the same agreement.