

Bylaw Amendments Proposals

Please note that:

- Grammatical / Spelling Errors may be corrected without a resolution before the Society.
- Special Resolutions put to a Society Meeting require a Majority vote of 75% of the Members in attendance.

Amendment 1: The intent of this Amendment is to provide continuity of terms used in the Bylaws. If passed, all notations marked with [] will be removed and it will become the new Section 1 of the Bylaws, and the subsequent numbered sections will be corrected to reflect the addition.

Amendment 2: The intent of this Amendment is to provide further clarification on the requirements of member and director expulsion.

Amendment 3: The intent of this Amendment is to clarify the number of Directors on the Board. If passed, all notations marked with { } will be removed and it will become the new Section 4 of the Bylaws.

Amendment 4: The intent of this Amendment is to allow the Board to use electronic mail as an additional method to call meetings of the Board.

Amendment 5: The intent of this Amendment is to clarify the appointment of a Director and the duration he/she shall serve. Any || || will be removed as duplication.

Amendment 6: The intent of this Amendment is to provide the Board with recourse in dealing with Directors who have not fulfilled their duties to the Board and Society.

Amendment 7: The intent of this Amendment is to allow the Board to decide if the offices of Secretary and Treasurer shall be combined.

Amendment 8: The intent of this Amendment is to change from single-year terms, to a multiple-year term. If passed, this will provide continuity from year to year within the Society Structure.

Sub-Amendment 8A: This proposal is to determine the number of years for a term as proposed in Amendment 9.

Amendment 9: The intent of this Amendment is to increase the notice time for calling a General Meeting.

THE CALGARY SCIENCE FICTION & FANTASY SOCIETY BYLAWS (AS PROPOSED)

DEFINITIONS *Amendment 1*

1. In these Bylaws,
 - a) "Society" shall mean the Calgary Science Fiction & Fantasy Society.
 - b) "Board" shall mean the Board of Directors of the Society.
 - c) "Director" shall mean an officer/director of the Board.
 - d) "Member" shall mean a member of the Society in good standing.
 - e) "Notice" shall mean a written notice sent to Members at their last known postal address.

MEMBERSHIP

2. Membership fee, if any, in the Society shall be determined, from time to time, by the Board [~~of Directors~~]. Any person being of the full age of 16 years, may become a Member upon payment of the fee and will receive a membership card which indicates membership in the Society. The membership card will include the member's full name and the date of expiry of the membership. Memberships are non-transferable and non-refundable.
3. Any Member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary, at which time the Member will surrender his/her membership card. Any Member, upon a **two-thirds** *Amendment 2* majority vote of the Members **present at a meeting** *Amendment 2* of the Society [~~in good standing~~], may be expelled from membership for any cause which the Society may deem reasonable, **provided that Notice was given of the intent to hold such vote at such meeting** *Amendment 2*.

PRESIDENT

4. 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.

BOARD OF DIRECTORS

5. [~~Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the Society.~~] The Board shall consist of a minimum of five to a maximum of seven Directors. All Directors must be Members. *Amendment 3*
6. 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 of the Board may be called on the instructions of any two Directors provided they request the President, in writing, to call such meeting and state the business to be brought before the meeting. Meetings of the Board shall be called by ten days Notice [~~in writing mailed~~] to each Director or by three days notice by fax ~~or~~, telephone **or electronic mail** *Amendment 4*. A majority of the Directors shall constitute a quorum, and meetings may 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.
7. A Member appointed or elected a Director becomes a Director if he/she was present at the meeting when being appointed or elected, and did not refuse the appointment. He/she may also become a Director if he/she was not present at the meeting but consented in writing to act as a Director before the appointment or election, or within ten days after the appointment or election, or if he/she acted as a Director pursuant to the appointment or election. The Board [~~of Directors~~] may appoint by majority vote a Member [~~in good standing~~] to serve as a Director in order to ~~fill an office or a vacancy~~ fulfill the responsibilities of the Board. The appointed Director shall serve until ~~his/her successors are elected and installed at the end of the next Annual General Meeting.~~ *Amendment 5* {~~The Board of Directors shall not exceed seven members.~~}
8. Any Director, upon a **two-thirds** *Amendment 2* majority vote of all Members [~~in good standing~~] **present at a meeting**, *Amendment 2* may be removed from office for any cause which the Society may deem reasonable, **provided that Notice was given of the intent to hold such vote at such meeting** *Amendment 2*. Any Director who is delinquent for more than three consecutive Board Meetings may be removed from office upon a majority vote of the Board at a special meeting of the Board, provided that Notice was given of the intent to hold such vote at such meeting. *Amendment 6*

SECRETARY

9. 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. 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.
10. 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

11. 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 General 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 Secretary and Treasurer may be filled by one person if ~~any annual meeting for the election of officers~~ the Board ^{Amendment 7} shall so decide.

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 General 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 General Meeting of the Society. The fiscal year of the society in each year shall be: December 1 to November 30.
13. The books and records of the Society may be inspected by any Member ~~[of the Society]~~ at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Directors having charge of same. Each ~~[member of the Board]~~ Director shall at all times have access to such books and records.

MEETINGS

14. This Society shall hold an Annual General Meeting on or before December 31st in each year, of which Notice ~~[in writing to the last known address of each member]~~ shall be ~~[delivered in the mail]~~ sent no less than thirty days prior to the date of the meeting. ~~At this meeting there shall be elected a President, and four directors. If the number of Directors will become fewer than five, due to vacancy or term expiry, then at this meeting there shall be an election to bring the number of Directors, including the President, up to five. An election for President, if required, shall occur prior to any election for other Directors. The Directors so elected shall serve a term of <one/two/three> ^{Sub-Amendment 8A} year(s) until their successors are elected and installed. ^{Amendment 8} The President and Directors shall appoint from amongst them a Vice-President, Secretary and Treasurer (or Secretary-Treasurer). ~~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. 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]~~ to each Member, ~~[delivered in the mail]~~ sent no less than ~~eight~~ ^{Amendment 9} fourteen 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,]~~ included in the Notice ~~[delivered in the mail]~~ sent no less than ~~eight~~ ^{Amendment 9} fourteen days prior to the meeting.
16. The lesser of 15% or 15 Members present ~~[in good standing]~~ shall constitute a quorum at any meeting.

VOTING

17. Any Member who has not withdrawn from membership nor been 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

18. Unless authorized at any meeting and after Notice for same shall have been given, no Director or Member ~~[of the Society]~~ shall receive any remuneration for his/her services.

BORROWING POWERS

19. 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.

BYLAWS

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

THE CALGARY SCIENCE FICTION & FANTASY SOCIETY BYLAWS (AS AMENDED)

DEFINITIONS

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3. Any Member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary, at which time the Member will surrender his/her membership card. Any Member, upon a two-thirds majority vote of the Members present at a meeting of the Society, may be expelled from membership for any cause which the Society may deem reasonable, provided that Notice was given of the intent to hold such vote at such meeting.

PRESIDENT

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7. A Member appointed or elected a Director becomes a Director if he/she was present at the meeting when being appointed or elected, and did not refuse the appointment. He/she may also become a Director if he/she was not present at the meeting but consented in writing to act as a Director before the appointment or election, or within ten days after the appointment or election, or if he/she acted as a Director pursuant to the appointment or election. The Board may appoint by majority vote a Member to serve as a Director in order to fulfill the responsibilities of the Board. The appointed Director shall serve until the end of the next Annual General Meeting.
8. Any Director, upon a two-thirds majority vote of all Members present at a meeting, may be removed from office for any cause which the Society may deem reasonable, provided that Notice was given of the intent to hold such vote at such meeting. Any Director who is delinquent for more than three consecutive Board Meetings may be removed from office upon a majority vote of the Board at a special meeting of the Board, provided that Notice was given of the intent to hold such vote at such meeting.

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10. The Secretary shall also keep a record of all the Members 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.

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- 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 elected for that purpose at the Annual General 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 General Meeting of the Society. The fiscal year of the society in each year shall be: December 1 to November 30.
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Dated: _____

Signature	Address			Apartment
Print Name	City	Province	Postal Code	

Signature	Address			Apartment
Print Name	City	Province	Postal Code	

Signature	Address			Apartment
Print Name	City	Province	Postal Code	

Signature	Address			Apartment
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