

# **Society Bylaws of The Landing Society for Gender and Sexual Diversity**

## **1. MEMBERSHIP**

- a) Any registered undergraduate student at the University of Alberta is automatically granted voting membership. The membership fee is set by referendum of all those eligible for voting membership.
- b) Non-voting membership consists of anyone who:
  - a. is not eligible for voting membership,
  - b. has requested to the Board of Directors to be currently included in the non-voting membership, and
  - c. is either registered as a member according to the procedures of the Board or is a staff person hired by the society.
- c) Any voting member wishing to withdraw from membership may do so by opting out as per the opt out guidelines set by the Board of Directors. A non-voting member may withdraw from membership by written notice to the Board. Their withdrawal will be considered effective from the date such written notice is received by the Board, or upon the date specified in the written notice.
- d) No voting member may be expelled from the society while they fulfill the requirements for membership. A non-voting member may be expelled from the society upon majority vote of the Board of Directors for any cause which the society may deem reasonable.

## **2. PRESIDENT**

- a) The President shall be ex-officio a member of all Committees. They shall, when present, preside at all meetings of the society and of the Board. In their 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.

## **3. BOARD OF DIRECTORS**

- a) Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society.

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- b) The Board will be formed in accordance with the guidelines set out by referendum of the voting membership.
- c) Appointment of Directors in accordance with these guidelines, and election for the offices of President, Vice-President, Secretary, and Treasurer (or Secretary-Treasurer), shall be determined annually by simple majority vote of Directors (50% plus 1). Any Board vacancy occurring during the year shall be filled as is possible following procedures outlined by the Board.
  - a. A Director may not serve on the Board for longer than five (5) consecutive years, unless decided upon by a 75% majority vote of all current Directors.
  - b. All elected offices shall have a term of one year from the date of election. No Officer shall hold the same office for longer than two consecutive terms, unless decided upon by a 75% majority vote of all current Directors.
- d) 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.
- e) A person appointed or elected a Director becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as Director before the appointment or election, or within ten days after the appointment or election, or if they acted as a Director pursuant to the appointment or election.
- f) Any Director or Officer, upon majority vote of all Directors, may be removed from office or from the Board for any cause which the society may deem reasonable. The Board of Directors may remove any Director from office or from the Board, without a hearing, if a Director is absent from any three (3) consecutive meetings without regrets in advance.
- g) The Board may appoint committees to advise the Board. These committees will carry out the functions and otherwise act in accordance with such resolutions or "Terms of Reference" as may be passed by the Board of Directors.

### **3.1 Board meetings**

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- a) Board meeting dates will be set in advance after new Officers/Directors are appointed or elected. These dates can be reviewed at the request of any Officer/Director.
- b) The President also calls a meeting if any four (4) Directors make a request in writing and state the business for the meeting.
- c) Wherever possible, Board meetings will be conducted in accordance with consensus-based decision making procedures.
- d) Quorum for Board meetings is one half of current Directors, of which one must be an officer.
- e) If there is no quorum, the meeting is adjourned to the same time, place, and day of the following week. If there is no quorum at this second meeting, those present will be considered to have met quorum requirements.
- f) Each Officer and Director, including the President but excluding the meeting Chair, has one (1) vote.
- g) The Chair will have a casting vote in the case of a tie vote.
- h) Meetings of the Board are open to Members of the Society, but only Officers and Directors may vote. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- i) All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- j) A meeting of the Board may be held by electronic or other means of communication that allows all persons to communicate with each other. A person participating in a meeting by these means will be deemed to be present at the meeting.
- k) Notwithstanding anything to the contrary in these Bylaws, a resolution in writing via electronic or other means of communication approved by the Board shall be valid and effectual as if it had been passed at a meeting duly called and constituted. These decisions are to be ratified at the next regularly scheduled Board Meeting or are to be deemed null and void.

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- l) Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

## **3.2 Protection and Indemnity of Directors and Officers**

- a) Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- b) No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society, unless the act is fraud, dishonesty or bad faith.
- c) Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

## **4. SECRETARY**

- a) 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, their duties shall be discharged by such Director 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 society does not have a society seal.

## **5. TREASURER**

- a) The Treasurer shall properly account for the funds of the society and keep such books as may be directed. They shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society, and submit of copy of same to the Secretary for the records of the society. The Office of the Secretary and Treasurer may be filled by one person if decided upon by the Board of Directors.

## **6. AUDITING**

- a) 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

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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 for approval.

- b) The fiscal year of the society in each year shall be May 1 to April 30.
- c) The books and records of the society may be inspected by any member 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.

### **7. GENERAL MEETINGS**

- a) This society shall hold an Annual General Meeting on or before October 31 in each year, with the date, time and location determined by the Board of Directors. Notice of the Annual General Meeting will be provided to the general membership by email no less than 21 days prior to the date of the meeting. The agenda for the Annual General Meeting will minimally consist of receiving the audited financial statements for the preceding fiscal year, receiving the annual report of the Board for the preceding year, and any other agenda topics determined by the Board.
- b) General meetings of the society may be called at any time upon the instructions of the Board, of which notice will be provided to the general membership by email no less than seven days prior to the date of such meeting.
- c) Thirty voting members in good standing shall constitute a quorum at any General Meeting, including a Special General Meeting. If quorum has not been achieved after one half (1/2) hour of the time appointed for a General Meeting, the Meeting will be considered quorum for the purposes of receiving the audited financial statements for the preceding year and for receiving the annual report of the Group for the preceding year, but for no other business.
- d) Attendance by the Public: General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.
- e) All acts done by a General Meeting are valid and subsisting even if it is subsequently discovered that one or more persons that were accidentally admitted to voting membership were not eligible to be voting members as long as the results of any vote at the General Meeting was not altered by the presence of those persons.

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## **7.2. Special General Meetings**

- a) A Special General Meeting may be called at any time:
  - 1. by a resolution of the Board of Directors to that effect; or
  - 2. on the written request of at least four (4) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at the Special General Meeting; or
  - 3. on the written request of at least thirty voting members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.
- b) Notice to members will be provided by email at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.
- c) Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.
- d) Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

## **8. VOTING**

- a) Any member who has not withdrawn from membership and is eligible for voting membership shall have the right to vote at any General Meeting of the society. The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President. If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present choose one (1) of the Members to chair.
- b) Each voting member has one (1) vote. A voting member may not vote by proxy. The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- c) A majority of the votes of the Voting Members present decides resolution. The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution. The President decides any dispute on any vote count. The President decides in good faith, and this decision is final.

## **9. REMUNERATION**

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- a) Unless authorized by the Board of Directors, no officer or member of the society shall receive any remuneration for their services.

### **10. BORROWING POWERS**

- a) 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.

### **11. BYLAWS**

- a) The Bylaws may be rescinded, altered or added to by a “Special Resolution”.

Updated September 2, 2015