**2. Bylaws**

**2.1 Membership**

2.1.1 Membership shall be open to all interested persons upon payment of the membership fee.

2.1.2 Fees for membership in the Society shall be determined from time to time by the members at the Annual General Meeting.

2.1.3 Any member wishing to withdraw from membership may do so by giving written notice to the treasurer.

2.1.4 If any member be in arrears for fees or assessments for any year, such member will be automatically suspended at the expiration of two months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated.

2.1.5 Any member may be expelled from membership for any cause which the Society may deem reasonable upon a two-thirds vote of all members of the Society in good standing.

**2.2 Board**

2.2.1 A board, consisting of an executive plus up to fourteen directors, shall be elected at the Annual General Meeting.

2.2.2 The executive positions on the Board shall be the past president, president, vice-president, second vice-president, secretary, and treasurer.

2.2.3 The Board shall, subject to the By-laws or directions given to it by majority vote at any meeting of the membership properly called and constituted, have full control and management of the affairs of the Society.

2.2.4 Meetings of the Board shall be held as often as may be required, but at least once every four months, and shall be called by the president. Meetings shall be called by giving not less than three days notice to each member of the Board

2.2.5 The president shall call a special Board meeting on the joint request of two or more members of the Board, provided that the request is made in writing and states the business to be brought before the meeting.

2.2.6 Four members of the Board shall constitute a quorum for a Board meeting.

2.2.7 The Board may appoint committees as the need arises. The chairperson of a committee may be chosen from the directors or appointed by the Board.

2.2.8 If the society is a member of Nature Alberta, the Executive shall appoint at least one Director to represent the Society at all meetings of Nature Alberta, reporting the proceedings to the Society, and serving as director(s) of Nature Alberta.

2.2.9 If a member of the Board is unable to carry out his/her duties, then the remaining members may appoint a replacement from the membership of the Society. The replacement will serve until the next Annual General Meeting.

2.2.10 Board members who do not conform to the objectives of the Society may be removed at a special board meeting at which no fewer than three-fourths of the Board members are present and when no fewer than three-fourths of those present vote in favour of the resolution.

2.2.11 The nominating committee shall consist of three members to include the past-president and/or the president and two persons from the membership of the Society

2.2.12 The Board shall review the policy manual annually.

**2.3 President**

2.3.1 The president shall be the Chief Executive Officer of the Board.

2.3.2 The president shall, when present, preside at any meetings of the Society and of the Board. In his/her absence the Vice-president shall chair the meeting and in the absence of both, a chair may be elected by the meeting to preside thereat.

2.3.3The president shall be ex-officio member of all committees.

2.3.4The president shall present a year-end report to the Annual General Meeting.

**2.4 Secretary**

2.4.1 It shall be the duty of the secretary to attend all meetings of the Society and of the Board, and to record and retain accurate minutes of the same.

2.4.2 The secretary shall have charge of the Seal of the Society, which whenever used, shall be authenticated by the signatures of the secretary and the president, or in the case of the death or inability to act of one those officers, the signature of the secretary or the president and the vice-president.

2.4.3 In the case of the absence of the secretary, his/her duties shall be discharged by such officer as may be appointed by the Board.

2.4.4The secretary shall have charge of all correspondence of the Society and be under the direction of the president and the Board. Writing of specific items or classes of correspondence may be done by a member of the Board appointed by the secretary.

2.4.5 The secretary shall send notices of the various meetings as required.

2.4.6 The secretary shall maintain a policy manual.

**2.5 Treasurer**

2.5.1 The treasurer shall receive all monies paid to the Society and shall be responsible for the prompt deposit of same in whatever bank the Board may order.

2.5.2 The treasurer shall properly account for the funds of the Society and keep such books as may be directed.

2.5.3 The treasurer shall present to the Board a full detailed account of receipts and disbursements whenever requested and shall present to the Annual General Meeting a statement duly audited of the financial position of the Society, with a copy presented to the secretary for the records of the Society.

2.5.4 The treasurer, or designate, shall keep a record of all members of the Society and their addresses.

2.5.5 The treasurer shall make himself/herself available to answer questions during the audit.

**2.6 Vice-president**

2.6.1 The vice-president shall carry out the duties of the president in the event of the president's absence and any other duties as may be assigned from time to time by the Board.

**2.7 Second vice-president**

2.7.1 The second vice-president shall carry out the duties of the president in the event of the absence of the president and the vice-president, and any other duties as may be assigned from time to time by the Board.

**2.8 Auditing**

2.8.1 The books, accounts, and records of the treasurer and secretary shall be audited at least once a year by a duly qualified accountant or by a committee of two or more members of the society. The treasurer may not serve as an auditor.

2.8.2 The fiscal year of the Society shall be January 1 to December 31 of each year.

2.8.3 The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting, or upon giving reasonable notice and arranging a time satisfactory to the officer(s) having charge of them, at any other time.

2.8.4 Each member of the Board shall at all times have access to the books and records of the Society.

**2.9 Meetings**

2.9.1 The Society shall hold an Annual General Meeting in the first quarter of each year.

2.9.2 A quorum for the Annual General Meeting, a regular meeting and/or a special meeting of the Society shall consist of fifteen (15) members in good standing.

2.9.3 Any member in good standing shall be eligible for any office in the Society.

2.94 A special meeting shall be called by the president or the secretary upon receipt of a petition signed by one third of the members in good standing, setting forth the reasons for calling such a meeting.

2.9.5 Meetings of the Society may be called at any time by the secretary upon the instructions of the president or the Board by notice in writing to the last known address of each member, delivered three days previous to the date of such meeting.

**2.10 Voting**

2.10.1 Any member who has not withdrawn from membership nor been suspended nor expelled shall have the right to vote at any meeting of the Society. Such votes shall be made in person and not by proxy or otherwise.

**2.11 Remuneration**

2.11.1 Unless authorized at any meeting, and after notice of same shall have been given, no member of the Society shall receive any remuneration for services to the Society.

**2.12 Borrowing Powers**

2.12.1 For the purposes of carrying out its objects, the Society may borrow or raise or otherwise secure the payment of money in such manner as it thinks fit, and in particular by the issue of debenture, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without sanction of an extraordinary resolution of the Society.

**2.13 Amendment of the Bylaws**

2.13.1The Bylaws may be rescinded, altered, or added to by an special resolution.

2.13.2 A special resolution, to be effective, must be passed by a majority of not fewer than three-fourths of such members entitled to vote as are present in person at a general meeting of which one month's written notice specifying the intention to propose the extraordinary resolution has been duly given.