

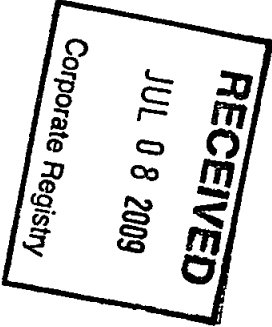
Society Bylaws

Edmonton New Technology Society

July 4, 2009 - Revision 4

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1 Membership

(1.1) Membership fee, if any, in the society shall be determined, from time to time, by the members at a general meeting.



- (1.1.a) Membership fees will be reviewed at a maximum of every six months and a report generated to justify current membership fees. The justification report will be created by the Board.
- (1.1.b) Members in good standing will be notified two (2) calendar months in advance of changes to the monthly membership fees.
- (1.2) Membership fees shall be due monthly from each member. Membership fees may be paid in advance at the discretion or request of the Society or individual member.
- (1.3) Application fees, if any, to join the society as a full member shall be determined, from time to time, by the members at a general meeting. Application fees are only due at the time of application.
- (1.3.a) Application fees will be reviewed at a maximum of every six months.
- (1.4) Any person residing in Alberta, and being of the full age of 18 years, may become a member upon approval of the Membership Committee, and upon payment of the application fee. Any person under the age of 18 years and older than the age of 16 years may in the same manner apply to become a member upon payment of said fee and including a parental waiver of liability.
- (1.5) Any applying member must apply using the official "Application for Membership" to the Board or Membership Committee. A member in good standing may deliver the membership application and application fee on behalf of a third party.
- (1.6) Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.
- (1.7) If any member is in arrears for fees or assessments for any month, such member shall be automatically suspended at the expiration of two (2) months from the end of such month and shall thereafter be entitled to no membership privileges or powers in the society until reinstated.
- (1.8) Any member upon a majority vote of all members, or a two-thirds (2/3) majority vote at a regular meeting with quorum, of the society in good standing may be expelled from membership for any cause which the society may deem reasonable.
- (1.9) Any member conducting primarily business pursuits within the Society without further interaction, education, or collaboration with the general membership may be expelled from membership by a vote of quorum of the Board. Any such expulsion must be ratified at the next regular or special meeting of the membership.

Edmonton New Technology Society Bylaws 2 MEMBERSHIP COMMITTEE

- (1.10) All suspended, expelled or withdrawing members will be notified by mail or e-mail from the Secretary within seven (7) days of change in their membership status. Failure to provide this notice will not invalidate the change in membership status.
- (1.11) Members will be responsible for the maintenance of any space the Society leases, rents, owns or maintains as a Society. Members may volunteer for specific tasks and are expected to perform said duties.
- (1.12) Members will be responsible for all intentional or incidental damages to other members' or Society property. If the responsibility for or extent of damages is argued by any member, a two-thirds (2/3) majority vote will be made at the next regular or special meeting to assign the damages, extent and responsibility.
- (1.13) All members are required to agree to the Society Policies as specified by the Board. Any modifications of the Society Policies will be sent to all active members by mail or e-mail within seven (7) days of said modifications. A member may remove their agreement to the Society Policies at any time in writing to the Board. Removal of the member's agreement will suspend or terminate the member's membership in the Society.

2 Membership Committee

- (2.1) The Membership Committee shall consist of at least three (3) members and no more than six (6) members in good standing as voted by the membership at a regular meeting or by "Special Resolution".
- (2.2) The Membership Committee will be entitled to accept any membership application as per Section 1 paragraph 4 and paragraph 5 with a minimum of two committee members approving the application and upon receipt of the application fee.
 - (2.2.a) Upon receipt of any application, all members of the Membership Committee will be sent a copy of the application. The members then have three (3) business days to approve or deny the application. If the application is denied by any member of the committee, a two-thirds majority vote of committee members shall be required to approve the application.
 - (2.2.b) If the application or membership fees has been received from the applying member and the application is denied, the application fee and any membership fees shall be returned in full within three (3) business days.
- (2.3) The Membership Committee may make their vote electronically via e-mail to the other members of the Membership Committee.

(2.4) If a member of the Membership Committee becomes a member which is not in good standing, they may be replaced at the discretion of the Board in a special meeting and ratified at the next regular meeting.

(2.5) Any new member accepted by the Membership Committee may be reviewed and overturned at the next regular meeting. A list of new members since the last regular meeting shall be provided by the Membership Committee.

3 President

(3.1) 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.

4 Board of Directors

(4.1) 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 may be called on the instructions of any two members 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 10 days notice in writing mailed to each member or by three days notice by fax or telephone or e-mail. Any four members shall constitute a quorum, and meetings shall 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.

(4.2) The Board may hold a meeting using electronic means including, but not limited to, telephone or IRC if at least four (4) Board members agree to the electronic means of the meeting. No advance notice is required for electronic meetings of the Board, however all Board members not present must be notified by telephone or e-mail at the start of the meeting. Where possible, an electronic log of the meeting will be kept for at least ninety (90) days.

(4.3) 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.

- (4.4) Any director or officer, upon a majority vote by quorum, may be removed from office for any cause which the society may deem reasonable.

5 Secretary

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

- (5.2) 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 monthly 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.

6 Treasurer

- (6.1) 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 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 the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

7 Auditing

- (7.1) 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 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 Meeting of the society. The fiscal year of the society in each year shall be June 1.

- (7.2) The books and records of the society may be inspected by any member of the society at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having

charge of same. Each member of the Board shall at all times have access to such books and records.

(7.3) 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. He/she shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. 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.

(7.4) Resolutions, minutes, bylaws and other documents as specified by the Board shall be made available to the membership, in a secured format if desired by the Board or Society, via the Society web site or sites.

8 Meetings

(8.1) This society shall hold an annual meeting on or before August 15 in each year, of which notice in writing to the last known address of each member shall be delivered in the mail or direct e-mail fifteen (15) days prior to the date of the meeting.

(8.2) At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer), and three directors. 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.

(8.2.a) If one member is elected as Secretary-Treasurer, one more director will be elected to maintain a board consisting of seven (7) members.

(8.3) 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 of each member, delivered in the mail or e-mail seven (7) days prior to the date of such meeting.

(8.4) General meetings will be held at a minimum of once per calendar month. A general meeting scheduled at the previous meeting will only be notified by e-mail, fax or telephone three (3) days prior to the date of such meeting.

(8.5) 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, delivered in the mail or e-mail eight days prior to the meeting.

(8.6) Twelve (12) members, or one-half of members, whichever is lesser, in good standing shall constitute a quorum at any meeting.

(8.7) Any meeting called for the purpose of:

- (8.7.a) amending, rescinding or modifying the bylaws;
- (8.7.b) electing Directors, Officers or Membership Committee members;
- (8.7.c) exercising borrowing powers;
- (8.7.d) amending, rescinding or modifying the Society Policies;

will include a description of the proposed business to be conducted in the meeting notice and include a proxy form for each proposed motion or vote.

9 Voting

(9.1) Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the society. Such votes must be made in person or by an official proxy form signed by said member. Proxy forms will be accepted by electronic means from a verifiable source or account of the member.

(9.2) Votes will be accepted by electronic means no later than two (2) hours prior to the scheduled meeting and the methods are limited to:

- (9.2.a) On Twitter in the format of: #entsVote: (*motion number*) (*Yes/No*)
- (9.2.b) By e-mail in the format of: I, (*member name*), vote (*Yes/No*) for (*motion number*) for the vote on (*date of vote*).
- (9.2.c) At the discretion of the Society, an online form may be made available for voting. If it is made available, a link to this form and required credentials will be provided in an e-mail notice to members eligible to vote.

(9.3) Each member in good standing has one (1) vote.

(9.4) A motion may only pass with two-thirds (2/3) minimum majority unless otherwise specified in the bylaws.

(9.5) In the case of a dead-lock, the vote shall be requested a second time. If the second vote results in a dead-lock, the Board will vote by Board majority to approve or deny the vote. If minimum quorum of four Board members is not available as per section paragraph 1, the vote will be deferred until the next regular or special meeting.

10 Remuneration

- (10.1) Unless authorized at any meeting and after notice for same shall have been given, no officer, director or member of the association shall receive any remuneration for his/her services.
- (10.2) The Secretary and Treasurer, or Secretary-Treasurer, will be given a \$50 honourarium per year for their services upon approval of the Board.

11 Borrowing Powers

- (11.1) 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.

12 Arbitration

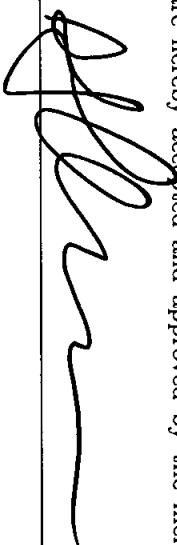
- (12.1) Primary arbitration will:
- (12.1.a) take place within the Society;
- (12.1.b) require selection of a third party arbitrator acceptable to all parties involved in the dispute;
- (12.1.c) be binding to all parties to the decision made by the third party.
- (12.2) If a third party cannot be chosen or the arbitration parties are determined to not be within the membership of the Society:
- (12.2.a) A dispute arising out of the affairs of the society and between any members of the society or between
- i. a member or a person who is aggrieved and who has for not more than 6 months ceased to be a member, or
 - ii. a person claiming through the member or aggrieved person or claiming under the bylaws of the society, and the society or a director or officer of the society,
- shall be decided by arbitration, which shall be under the “Arbitration Act”.
- (12.2.b) A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of Queen’s Bench, and unless the bylaws otherwise provide there is no appeal from it.

13 Bylaws

(13.1) The Bylaws may be rescinded, altered or added to by a "Special Resolution" as defined in the Societies Act of Alberta.

These bylaws are hereby accepted and approved by the membership and directors.

Signature:



Print Name:

Stephen Olesen

Address:

11922 68 St NW, Edmonton, AB T5B1P7

Signature:



Print Name:

Matt Mercer

Address:

10738 75 Ave NW, Edmonton, AB T6E1J9

Signature:



Print Name:

Graham Batty

Address:

302-8823 103 St NW, Edmonton, AB T5K2J3

Signature:



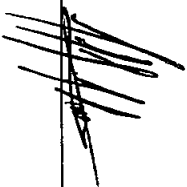
Print Name:

Eric Warnke

Address:

201-10351 82 Ave NW, Edmonton, AB T6E1Z9

Signature: _____



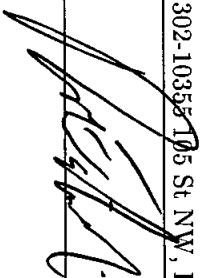
Print Name: _____

Jeff O'Toole

Address: _____

302-10355 105 St NW, Edmonton, AB T5J1E8

Witness: _____



Print Name: _____

Don Eglinski

Address: _____

201-10225 114 St NW, Edmonton, AB T5K1S1

Date: _____

July 7, 2009