

BYLAWS OF THE ALBERTA ROMANCE WRITERS' ASSOCIATION
REVISED SEPTEMBER 24, 1992, APRIL 24, 1997, and February 26, 2009

ARTICLE I

CONSTITUTION

- 1.01 Name
The name of the Association shall be "ALBERTA ROMANCE WRITERS' ASSOCIATION", hereafter called "the Association".
- 1.02 Purpose
The Association is a non-profit society incorporated under the Societies Act of Alberta, whose purpose shall be to provide a support network for Romance Writers in all genres and to promote excellence in romance fiction and help writers become published and establish careers in their writing field. The Association shall strive to educate and inform both unpublished and published writers by providing a forum for members to obtain and disseminate information regarding writing techniques, publishing, marketing, and networking with other writers.
- 1.03 Description
These bylaws represent the structural, organizational and operational terms of reference which shall be used by the Association in fulfilling its required objectives.
- 1.04 Boundaries
The boundaries of the Association shall be the Province of Alberta.

ARTICLE II

MEMBERSHIP

- 2.01 Eligibility
Any person is eligible for membership upon meeting requirements set by the Board of Directors and upon payment of membership fees designated by the Board of Directors.
- 2.02 Honorary Membership
Honorary Membership may be awarded to any individual by a majority vote of the Board of Directors.
- 2.03 Charter Membership
Charter membership shall be available to those members on the roster at the time of inception and at the time of incorporation as a society who maintain their membership status without interruption.
- 2.04 Membership Fees
The annual fee for membership in the Association shall be determined by the Board of Directors and approved by the voting membership at a duly called General Meeting.
- 2.05.1 Membership Register
The Association shall keep a complete register of the members containing the names, addresses and class of membership.
- 2.05.2 The Association shall permit a member to inspect the register without payment of fee.
- 2.05.3 The Association shall, within reasonable time, provide to any member a copy of the register for a sum not exceeding two dollars (\$2.00).

- 2.06 Resignation of Members
A member may withdraw from the Association by giving written notice to the Board through its Secretary. The refunding of any monies or membership fees shall be at the discretion of the Board of Directors.
- 2.07.1 Suspension of Members
Any member may be suspended from the Association for causes deemed reasonable by three-quarters (3/4) of the membership present at a duly called General Meeting of the Association.
- 2.07.2 Any member who fails to pay the membership fee within 60 days after the due date is subject to suspension.
- 2.07.3 Any member suspended from the Association shall not again be approved by the Board of Directors unless the Board is satisfied that the reasons for which the suspension was required no longer exist.

ARTICLE III

BOARD OF DIRECTORS

- 3.01.1 Governing Structure
The Association shall be governed by its members through a Board of Directors. Any person who is eligible to vote and who has been a member in good standing for at least one (1) full year shall be eligible to hold office within the Association.
- 3.01.2 Members under eighteen (18) years of age are restricted from those executive activities requiring signing authority.
- 3.02 Board of Directors
The Board of Directors shall consist of a minimum of four (4) Executive Officers who shall be elected by the membership. The Executive Officers shall be the President, the Vice President, the Secretary and the Treasurer. The elected Executive may also appoint Directors at Large and/or Committee chairs to serve on the Board of Directors.
- 3.03 Term
The Executive Officers shall be elected at an Annual General Meeting by the eligible membership for a term of one (1) year. A simple majority vote shall be necessary to elect an Executive Officer, with the exception that, when there is only one (1) nominee, she/he may be elected by acclamation. No member shall hold the same Executive position for more than four (4) consecutive years. The elected Executive may fill vacancies within the Executive by appointment. Such Executive appointments shall expire at the next Annual General Meeting, when the position shall be filled by an elected representative.
- 3.04.1 Authority
The Board of Directors will have vested authority, subject to the Registered Bylaws of the Association or the direction given to it by a majority vote at any meeting properly called and constituted, to act on the behalf, and in the best interests of the Association. The Board of Directors may extend its authority only through amendments to the Registered Bylaws.
- 3.04.2 The internal rules governing the operation of the Association may be established by a majority vote of the Board of Directors provided such rules do not exceed the authority of these Bylaws or the Societies Act and amendments thereto, and are approved by a two-thirds (2/3) majority of the membership at a General Meeting.
- 3.05 Remuneration
No Executive Officer shall receive remuneration for fulfilling their executive duties.

3.06 Removal of Elected Officers

An Elected Officer may be relieved of her/his duties and authorities by a two-thirds (2/3) majority vote of the membership at a Special General Meeting called for that purpose. An Elected Officer recommended for suspension shall be given notice at least two (2) weeks prior to the Special Meeting, at which time the said member shall have the opportunity to speak on her/his own behalf or submit a statement in writing.

ARTICLE IV

DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

4.01 President

The President is the Chief Executive Officer and primary spokesman for the Association. She/he shall, when present, preside at all meetings of the Association and of the Board of Directors. She/he shall be an ex officio member of all committees operating on behalf of the Board.

4.02 Vice President

The Vice President shall assist the President, perform the duties of the President in her/his absence, and fulfill any other obligations designated by the Board of Directors.

4.03 Secretary

The Secretary shall be responsible for any correspondence generated by the Board of Directors, for recording and maintaining the minutes of all Special and General Meetings, for keeping a record of the membership roster, for the Corporate Seal, and for duties required in accordance with the Societies Act.

4.04 Treasurer

The Treasurer shall be responsible for all financial accounts, budgets, grant applications, financial audits, and for financial reports to the Board and to those branches of government that require such documentation. The treasurer shall receive all monies and dues paid to the Association and shall be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union, or Treasury Branch the Board may order.

4.05 Past President

The Past President shall assist the Board of Directors in an advisory capacity.

4.06 Directors at Large

Directors at Large may be appointed to chair committees established by the Board of Directors.

ARTICLE V

COMMITTEES

5.01 Committees

Committees may be appointed, either by approval of the membership at a General Meeting or by the Board of Directors, for any purpose within the authority of the Association, and with such powers and duties as may be assigned by the Board of Directors. The Board of Directors shall have the right to appoint the Chairman of the Committees, but if a Chairman is not so appointed, a Committee may elect its own Chairman.

ARTICLE VI

MEETINGS

- 6.01.1 Annual General Meeting
The Annual General Meeting shall be held within fifteen (15) months of the previous Annual General Meeting, providing one shall be held in each calendar year. The annual report shall be made available to the membership. The Secretary shall present a report on the transactions of the Association, and the Treasurer shall present a duly audited statement of the receipts and expenditures of the Association for the previous fiscal year. Any other business requiring the attention of the general membership may be placed on the Agenda.
- 6.01.2 An official quorum for the Annual General Meeting shall consist of fifteen percent (15%) of the voting membership or seven (7) voting members, whichever is higher.
- 6.02.1 Regular Meetings
Regular General Meetings shall be held no less than eight (8) times a year.
- 6.02.2 An official quorum for Regular General Meetings shall consist of fifteen percent (15%) of the voting membership or seven (7) voting members, whichever is higher.
- 6.03.1 Special Meetings
A Special Meeting may be called at any time to expedite any matter that requires membership attention and/or authority. A Special Meeting may also be called by a written request being presented to the Board of Directors by any five (5) members in good standing of the Association. The meeting shall be held within thirty (30) days of receipt of the aforementioned written notice.
- 6.03.2 An official quorum for a Special Meeting shall consist of fifteen percent (15%) of the voting membership or seven (7) voting members, whichever is higher.
- 6.04.1 Board of Directors' Meetings
The Board of Directors shall meet a minimum of four (4) times a years.
- 6.04.2 An official quorum for the Board of Directors' Meetings shall be one-half (1/2) or three (3) members of the Board of Directors, whichever is higher.
- 6.05.1 Due Notice
Due notice for Annual General or Special Meetings shall be given to each Association member no less than fourteen (14) days prior to the meeting date and shall include the agenda and notice of special resolutions that may be presented to the membership.
- 6.05.2 Due notice for the Board of Directors' Meetings shall be given to each member of the Board no less than seventy-two (72) hours prior to the meeting date.

ARTICLE VII

VOTING

- 7.01 Voting
Any member who meets the requirements of the Association as established in the Registered Bylaws shall have the right to vote at any meeting of the Association. Such voting shall be in person or by proxy.

ARTICLE VIII

GENERAL

8.01.1 Amendments

The Registered Bylaws may be altered, rescinded or added to by the General Membership by special resolution as defined in the Societies Act and amendments thereto.

8.01.2 The procedure for amending Registered Bylaws shall be as follows:

1. The proposed amendments shall be presented in writing at a General Meeting of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given.
2. The proposed amendments shall be sanctioned by at least three-quarters (3/4) of the votes cast by members present at the General Meeting.

8.02 Corporate Seal

The Association shall obtain a Corporate Seal, which shall be affixed to documents approved by the Board of Directors. Such documents shall carry the signature of the President and one other member of the Executive.

8.03.1 Finances

All dues collected and other income of the Association shall be used for the benefit of the Association and are not to be used for the financial benefit of any individual member. This does not preclude payment for legitimate services rendered by an individual member.

8.03.2 Limits of Spending

The limits of spending are:

1. Up to \$500.00 per item - approval by a simple majority of the Board of Directors.
2. Over \$500.00 per item - approval by a simple majority of the general membership at a special or general meeting.

8.03.3 Accounts and Audits

The books and accounts of the Association shall be kept in accordance with sound accounting practices and shall be audited within 90 days of the end of the fiscal year by an auditor or auditors appointed by the Board of Directors. All accounts relating to the Association shall be kept in the Association's name.

8.03.4 Signing Officers

All cheques drawn on the Association's bank account shall be signed by the Treasurer and any one of the following: President, First Vice President or Secretary.

8.03.5 Borrowing

No member of the Association shall undertake to secure a loan or debt on behalf of the Association without the approval of three-quarters (3/4) of the voting membership at a General Meeting.

8.04 Inspection of Records

Upon receipt of a written notice by any member of the Board, all books and records of the Association may be inspected within fifteen (15) days by any member of the Association at a place and time mutually convenient to the member and the Secretary/Treasurer.

8.05 Dissolution and Distribution of Assets

Upon dissolution of the Association, the Board of Directors, after paying all debts and liabilities, shall have the power to dispose of the property of the Association and to distribute the assets equably among members or among such charities as may be designated by the Board.

8.06 Rules of Order

In the event that the Association's Registered Bylaws do not encompass all matters which may arise, Roberts Rules of Order shall be construed as governing rules, insofar as they do not conflict with the Societies Act.