Bylaws

Part 1 – Interpretation

1. In these Bylaws, unless the context otherwise requires:

   a. "PCG" means the Permaculture Calgary Guild incorporated as a society in the Province of Alberta;
   b. "Board of Directors" or "the Board" means the board of directors of the PCG;
   c. "Bylaws" means the bylaws of the PCG and the amendments thereto;
   d. "Director" means any person elected or appointed to the Board of the PCG;
   e. "Member" means a member in good standing of the PCG;
   f. "Officer" means any Officer listed in Article 5.3;
   g. "President" means the president of the PCG;
   h. "Registrar" means the Registrar as defined in the Business Corporations Act;
   i. "Secretary" means the secretary of the PCG;
   k. "Special Resolution" means
      a. a resolution passed
         i. at an annual or special general meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
         ii. by the vote of not less than 75% of those members who, if entitled to do so, vote in person,
      b. a resolution proposed and passed as a special resolution at an annual or special general meeting of which less than 21 days’ notice has been given, if all members entitled to attend and vote at the general meeting so agree, or
      c. a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person.
   l. "Treasurer" means the treasurer of the PCG.

Part 2 – Membership

2. Any individual wishing to become a Member of the PCG shall be required to submit an application for membership to the PCG, in the form approved by the PCG. On receipt by the PCG of an application for membership and prescribed membership fees, if any, the applicant shall become a Member. A Member shall be entered into the Membership Registry.

3. Any Member in good standing is entitled to one vote at the Annual General Meetings and Special Meetings of PCG.
Membership Fees

4. A membership fee or fees, if any, in PCG shall be determined by the Board of Directors. The Board of Directors shall be entitled to set a different membership fee or fees.

5. The membership shall expire one year from issuance. Membership fees shall be due and payable annually on the expiry dates.

Limitation of Liability

6. No Member shall take it upon themselves to commit the time, resources or finances of the PCG or its staff without prior written approval of such a commitment.

7. No Member is liable as an individual for any debt or liability of PCG.

Resignation of Membership

8. Members may resign by resignation in writing which shall be effective upon receipt by the Board of Directors, or persons acting on behalf of the Board of Directors. Any Member who resigns, withdraws or who is expelled from PCG shall forthwith forfeit all right, claim and interest arising from or associated with membership with the PCG.

Termination of Membership

9. If a Member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted his resignation. In this case, the name of the Member is removed from the Register of Members, but such Member may be re-admitted to the membership after payment of all outstanding amounts owing and resubmission of an application for membership.

10. The Board of Directors shall have the power to expel or suspend any Member whose conduct shall have been determined by the Board to be improper, unbecoming, or likely to endanger the interest or reputation of the PCG. No Member shall be expelled or suspended without being notified of the charge or complaint against the Member and without having first been given an opportunity to be heard by the Board at a meeting called for the purpose.

Part 3 – Governance

The Board of Directors

11. The PCG shall consist of Members who shall elect a Board of Directors from within the membership. The affairs of the PCG shall be managed by the Board of Directors,
each of whom shall be a Member of the PCG at the time of election and throughout the term in office.

12. The Board shall be responsible for the governance of the PCG through the establishment and oversight of policies and decisions to guide the management of the PCG; including, but not limited to:
   a. Promoting the objects of the PCG;
   b. Promoting membership in the PCG;
   c. The overall long-term goals and vision of the PCG;
   d. Paying all expenses for operating and managing the PCG;
   e. Financing the operations of the PCG, and borrowing or raising monies.

**Board Composition**

13. The Board of Directors shall consist of at least three and no more than twelve Members of the PCG.

14. A Director shall be elected to hold office on the Board for a term of one year.

15. A Director and/or Officer shall not receive any remuneration for their services, but reasonable expenses for business of the Board, as evidenced by receipts, may be reimbursed to Directors and/or Officers.

**Election of the Officers**

16. The Board shall elect a President, a Vice-President, a Secretary, a Treasurer or the office of a Secretary and Treasurer may be combined as “Secretary-Treasurer” (“Officers”), and such other officers as the Board may determine.

17. The Officers shall be elected by the Board from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected.

18. The Officers shall be elected to hold office on the Board for a term of one year. An incumbent Officer shall be entitled to stand for re-election after the annual election of the Board of Directors.

**Duties of the Officers**

19. The President shall preside over all meetings of the PCG. The President shall be responsible for the effectiveness of the Board and shall be responsible for such duties as may be assigned by the Board.

20. The Vice-President shall perform the duties of the President during the absence, illness or incapacity of the President or during such period the President may request the
Vice-President to perform such duties.

21. The Treasurer shall properly account for the funds of the PCG and keep such books as may be directed. The Treasurer shall be under the direction of the President and the Board.

22. The Secretary shall keep accurate Minutes of all the meetings of the board of the PCG. In the case of the absence of the Secretary, the Secretary’s duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall be under the direction of the President and the Board.

Committees

23. The Board may appoint committees or one-time special task forces, as it considers advisable. Members of Committees shall be appointed by, and hold office at the request of the Board. No Committee shall have the power to act for or on behalf of the PCG or otherwise commit or bind to any course of action. Committees shall only have the power to make recommendations to the Board, or to the Members, as the Board may direct.

Resignation of a Director and/or Officer

24. A Director and/or Officer may resign from office upon notice in writing to the Board. The resignation takes effect immediately.

Termination of a Director and/or Officer

25. The Board may, by resolution passed by simple majority of votes cast at the general meeting of which notice to the Board specifying the intention to pass such a resolution has been given, remove any Director and/or Officer from office for failure to comply with the principles and policies of the PCG and/or absence for more than 50% of all duly called meetings.

Part 4 - Meetings

The Annual General Meeting (AGM)

26. The PCG holds its Annual General Meeting no later than July 31 of each calendar year, in Calgary, Alberta.

27. The Secretary will email a notice to each Member at least twenty-one (21) days before the AGM. The notice states the place, date and time of the AGM, and any business requiring a Special Resolution.

28. The business of the AGM shall include, in addition to any other business that may be transacted,
a. Adopting the agenda of the AGM;
b. Adopting the minutes of the past year’s AGM;
c. The President’s Report of the year’s activities of the Board;
d. Presentation and review of the financial statement;
e. Election of the Board of Directors;
f. Consideration of matters specified in the Meeting notice.

29. A special general meeting ("Special Meeting") of the PCG may be called by a simple majority of the Board.

30. No public notice or advertisement of any special meeting of the PCG shall be required, but notice of the time and place of every such meeting shall be given to each Member by sending the notice by email, at least 21 days before the time fixed for the holding of such a meeting. Notice of any meeting whereby a Special Resolution is to be passed shall contain notice of the intention to pass such a resolution.

**Proceedings at the AGM, General Meetings, or Special Meetings**

31. Attendance of 10% of the Members at any meeting is a quorum.

32. The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at designated time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

33. The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.

34. 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.

36. Every Member in good standing has one (1) vote. A show of hands decides every vote at every General Meeting. A voting Member may not vote by proxy.

36. A majority of the votes of the voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

37. 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.

38. No action taken at a General meeting is invalid due to:

   a. accidental omission to give any notice to any Member;
b. any Member not receiving any notice;
c. any error in any notice that does not affect the meaning.

39. The PCG shall file with the Registrar every Special Resolution for purposes of the Societies Act.

**Part 5 – Finance and Other Management Matters**

**Seal of the Society**

40. The Board may adopt a seal as the Seal of the Society.

41. The Secretary has control and custody of the seal, unless the Board decides otherwise.

42. The Seal of the Society can only be used by Officers authorized by the Board. The Board must ask for a motion to name the authorized Officers.

**Records**

43. The fiscal year of the Society ends on December 31 of each year.

44. There must be an audit of the books, accounts and records of the Society at least once each year. Two individuals will be appointed by the Board to conduct the audit. A complete statement of the books for the previous year will be submitted at each AGM.

45. The books and records of the society may be inspected by any member of the society at the annual meeting provided for herein or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer and officers having charge of same.

**Accounts**

46. The PCG shall establish and maintain an Operations Account for general income and expenses.

47. No money shall be borrowed by the PCG except by vote of not less than 75% of the entire Board, provided that the amount borrowed shall be paid on or before one calendar year from the date of advancement.

**Cheques**

48. All cheques on behalf of the PCG shall be signed by at least two of the following:
   a. The President;
   b. An Officer-At-Large, as appointed from the Board.
Part 6 – Amending the Bylaws

49. These Bylaws may be cancelled, altered or added to by a Special Resolution at any AGM or Special Meeting of the Society.

50. The twenty-one (21) days’ notice of the AGM or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.

51. The amended bylaws take effect after approval of the Special Resolution at the AGM or Special Meeting and accepted by the Corporate Registry of Alberta.

Part 7 – Disposal of Assets

52. If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization that has objectives similar to those of the PCG.

53. Members are to select the organization to receive the assets by special resolution.

1. ___________________________ – Heather Noakes
2. ___________________________ – Adrian
3. ___________________________ – Rob Avis
4. ___________________________ – Michelle Avis
5. ___________________________ – Ashley Lulby

Witness: ___________________________ – Christie Watson

Dated: May 11, 2011