

By-Laws

The Name of the Society is ALBERTA BUILDING ENVELOPE COUNCIL SOUTH

Membership

1. Any person residing in Alberta, and being of the full age of 18 years, may become a member by completion of the membership application form and upon payment of the fee. Any person may in the same manner become a student member upon providing evidence of enrolment in an accredited educational institution and payment of the student membership fee. Membership in the society is annual and based on the calendar year.
2. Membership fees, if any, in the society shall be determined, from time to time, by the Board of Directors.
3. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated. Any member upon a two-thirds vote of all members of the society in good standing may be expelled from membership for any cause which the society may deem reasonable.

President

4. The President shall be ex-officio a member of all Committees. He or She shall, when present, preside at all meetings of the society and of the Board. In his or her absence a chairman shall be elected by the meeting to preside thereat.

Board of Directors

5. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society.
6. The Board shall, subject to the by-laws 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 thereof provided they request the President in writing to call such meeting, and state the business to be brought before the meetings. Meetings of the Board shall be called by ten days' notice in writing sent to each member or by three days' notice by e-mail or telephone. 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.

7. Nomination of Directors: prior to each annual meeting, the Board shall appoint a director or committee to nominate a successor Board and officers, and to secure consent to serve from the nominees, including nominees for President, Secretary, and Treasurer. The names of members so nominated shall be included in the notice of the annual meeting.

Secretary

8. 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 or she shall have charge of the Seal of the society which seal 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 two other members of the Board. In case of the absence of the Secretary, the duties of the Secretary shall be discharged by such officer or 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.
9. The Secretary, or a director delegated by the Board, 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 shall collect and receive the annual dues or assessments levied by the society, such monies to be promptly turned over the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as hereinafter required.

Treasurer

10. The Treasurer shall receive all monies paid to the society and shall be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He or she shall properly account for the funds of the society and keep such books as may be directed. He or she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission at the Annual Meeting a statement duly audited as hereinafter set forth 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.

Auditing

11. 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 who are not members of the Board elected for that purpose at the Annual Meeting, or appointed by the Board of Directors. 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 August 1 to July 31.

12. 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 any time 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.

Annual Meeting

13. This society shall hold an annual meeting on or before September 30th in each year, of which meeting due notice shall be given to all members. At this meeting there shall be elected a President, Secretary, Treasurer, (or Secretary-Treasurer), and between three and 12 directors. A vote to accept the nominations published in the notice of meeting in their entirety may be held. Otherwise and if such a motion is defeated, voting shall proceed for each office and board membership individually, including additional nominations from the membership. 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, after having been a member for two or more consecutive years prior to election.

14. 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 by e-mail eight days previous to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt by him 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 e-mail to the last known address of each member, delivered eight days previous to the meeting.

15. Seven (7) members or 10% (whichever is greater) of members in good standing shall constitute a quorum at any meeting.

Voting

16. Any member who has not withdrawn from membership nor has been suspended, nor expelled, as herein provided shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise.

Remuneration

17. Unless authorized at any meeting and after notice of same shall have been given no officer or member of the association shall receive any remuneration for services to the society.

Borrowing Powers

18. 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.

By-Laws

19. The By-Laws may be rescinded, altered or added to by a "Special Resolution". The Special Resolution shall be included in the notice of meeting and require a 2/3 majority vote of the members present at a duly called Annual General Meeting.

By-Law approved September 26, 2012