

BY-LAWS

DEFINITIONS

1. In these By-laws:
 - a. "AWL" means the Association of Women Lawyers (Calgary).
 - b. "AGM" means the Annual General Meeting of the AWL.
 - c. "Board" means the Board of Directors of the AWL.
 - d. "Executive Committee" means the Executive of the Board consisting of the President, Vice-President, Secretary, Treasurer and Membership Chair.
 - e. "Member" or "Members" means Member(s) of AWL who have paid the applicable fees, if any, and are not under suspension.
 - f. "Registrar" means Registrar as defined in the *Business Corporation Act* (Alberta).
 - g. "Special Resolution" means a special resolution as defined in the *Societies Act* (Alberta).

MEMBERSHIP

Membership

2. Any qualified person may become a Member in the AWL by completing a registration form and submitting payment of the prescribed membership fee.
3. The membership fee, if any, in the AWL shall be determined from time to time by the Board at a regular meeting.
4. Any Member wishing to withdraw from membership may do so upon notice in writing to the Board through its Secretary. There will be no refund of the membership fee if a Member resigns.
5. If any Member is in arrears of fees or assessments for any year, such Member shall be automatically suspended at the expiration of 6 months from the end of such year and shall thereafter not be entitled to membership privileges or powers in the AWL unless reinstated.
6. Any Member may be expelled from the AWL by a majority vote of the Board for any cause which the Board may deem reasonable.

Categories of Membership

Active Membership

7. An Active Member is a person who:
 - a. is an active or inactive member of the Law Society of Alberta in good standing, the Judiciary or a Faculty of Law;
 - b. is a resident of Alberta; and
 - c. pays the prescribed membership fee.
8. An Active Member shall have the right to attend meetings and functions of the AWL and will have the right to vote in AWL affairs and shall be subject to the By-laws of the AWL.

Non-Resident Membership

9. Any member of a Law Society in good standing, the Judiciary or a Faculty of Law in Canada who is not an Alberta resident may apply for a Non-Resident Membership.
10. A Non-Resident Member shall have the right to attend meetings and functions of the AWL but will have no vote in AWL affairs and shall be subject to the By-laws of the AWL.
11. A Non-Resident Member shall pay the prescribed membership fee.

Student Membership

12. Any person shall be eligible for Student Membership in the AWL who:
 - a. is enrolled as a full or part time student in a Law Faculty in Alberta; or
 - b. is an articling student in Alberta.
13. A Student Member shall not have a vote in AWL affairs.
14. Student Members shall be exempt from payment of annual fees.

Honorary Membership

15. The Board, in its discretion, may confer Honorary Membership in the AWL upon persons who have rendered valuable service to the legal profession and to the AWL.
16. Honorary Members shall have all the privileges conferred upon Active Members including the right to vote in AWL affairs.

17. Honourary Members shall be exempt from payment of annual fees.

BOARD OF DIRECTORS

18. The affairs of the AWL shall be governed by the Board.
19. The Board shall be made up of elected Active Members.
20. There shall be a minimum of 9 Board members at any one time.
21. An Executive Committee shall be elected from the Board members, consisting of a President, Vice-President, Secretary, Treasurer and Membership Chair.
22. When a Board position or office becomes vacant, whether by death, resignation or disqualification, the remaining Board members may determine, by majority vote, to fill that Board position or office or leave it vacant. If the Board decides to fill the vacancy, a candidate shall be elected by a majority vote of the remaining Board members to fill the vacant position until the next AGM of the AWL.
23. The President presides over all meetings of the AWL and of the Executive Committee. The President shall take any action necessary to promote the policies prescribed by the AWL and the Executive Committee.
24. The Vice-President assists the President in the performance of the responsibilities of that office, acts for the President in the absence or inability of the President to act, and performs other duties that the President or Executive Committee may direct.
25. The Secretary shall keep accurate minutes of all meetings of the AWL, Board or Executive Committee, and keep the Minute book and all records pertaining to the AWL (except the financial records and the corporate seal), including the By-laws, AWL corporate registration, and any correspondence. The Secretary or her designate shall conduct such correspondence of the AWL, Board or Executive Committee as may be required.
26. The Treasurer shall have custody of the financial records and all funds of the AWL, and shall keep proper books of account and shall deposit such funds in such bank or trust company as the Executive Committee shall determine. She shall make disbursements as directed by the AWL, Board or Executive Committee and all disbursements of the funds of the AWL shall be by cheque. The Treasurer shall keep a record showing the amount of each cheque, the payee and a clear description of the reason for the disbursement. The Treasurer shall present a full detailed account of receipts and disbursements to the Board upon request and shall prepare for submission to the AGM a statement of the financial position of the AWL duly audited or reviewed as set forth in these By-laws and submit a copy of the same to the Secretary for the records of AWL. The Treasurer or her designate shall conduct all correspondence connected with her office.
27. The Membership Chair shall keep an accurate and up to date membership list and shall produce such list for the purposes of the AWL, the Board or the Executive

Committee. The Membership Chair shall develop and manage initiatives to foster membership in the AWL and shall be responsible for the internal communication system of the AWL.

28. The Board shall, subject to the By-laws or directions given to it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the AWL.
29. The Executive Committee may appoint the committees it deems necessary or desirable to carry out the purposes of the AWL or to assist the Executive Committee in the orderly management of the affairs of the AWL.
30. A Nominating Committee for the AGM composed of the Executive Committee shall recruit and select candidates from the general membership for any open Board position or office.
31. Meetings of the Board shall be held as often as may be required. A minimum of 6 meetings shall be held in each calendar year in the Province of Alberta at a time determined by the Board.
32. Meetings of the Board shall be called by 7 days notice in writing, by regular mail, fax or email to each Board member.
33. The President shall act as the Chairperson of any meeting of the Board, and failing her, the Vice-President, Secretary, Treasurer and Membership Chair, in that order, shall act as Chairperson, and failing any of them, the Board members shall appoint a Chairperson for such meeting.
34. Any 5 Board members shall constitute a quorum. Meetings may be held in the absence of a quorum provided that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board, otherwise such business transactions shall be null and void.
35. Any director or officer may be removed from office by a majority vote of those Board members in attendance at a duly called meeting for any cause which the Board members may deem reasonable.
36. The order of business at all Board meetings shall be:
 - a. reading and confirming of the minutes of the previous meeting;
 - b. business arising from the minutes;
 - c. receiving and considering financial statements and budgets;
 - d. receiving reports; and
 - e. new business.

MEETINGS

Annual General Meeting

37. The AWL shall hold an AGM on or before December 31 in each year.
38. It is the duty of the Board, at least 2 months in advance of the AGM, to determine the date and location of the meeting.
39. Notice of the AGM shall be delivered by regular mail to the last known address of the members or by email to the email address as shown on the AWL Membership list at least 21 days prior to the date of the meeting. The notice shall clearly set out the place, date and time of the meeting.
40. The following items of business shall be dealt with at the AGM:
 - a. business arising from the previous AGM minutes;
 - b. report of the President;
 - c. report of the Auditors;
 - d. other reports;
 - e. appointment of auditors for subsequent year;
 - f. new business; and
 - g. election of directors.
41. Any 10 Active Members in good standing shall constitute a quorum at any AGM.

Special General Meeting

42. A Special General Meeting of the AWL may be held when considered necessary by the Board or on a written request to the Board signed by not fewer than 9 Active Members in good standing.
43. Any request for a Special General Meeting shall set out the purpose for which the meeting is called.
44. Notice in writing by regular mail or by email to the membership calling a Special General Meeting shall be sent at least 21 days prior to the date of such meeting and shall state the intended purpose of the meeting, the place, date and time of such meeting. No other business shall be transacted at such meeting.
45. Any 10 Active Members in good standing shall constitute a quorum at any Special General Meeting.

VOTING

46. Any Active Member in good standing shall have the right to vote at any meeting of the AWL. Such votes must be made in person and not by proxy or otherwise.
47. Every Active Member of the AWL shall have one vote.
48. Unless otherwise required by law, all decisions made at an AGM or Special General Meeting shall be decided by a simple majority of the votes cast by those members who are present and entitled to vote.
49. The Chairperson shall have a vote in the first instance and shall have a second or casting vote in the event of a deadlock.
50. Unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried or defeated by a majority shall be conclusive evidence of that fact.

FINANCES

Auditing

51. The financial records of AWL shall be audited at least once each year by a duly qualified accountant or by two Active Members of AWL elected for that purpose at the AGM.
52. A complete and proper statement of the standing of the financial records for the previous year shall be submitted by such auditors at the AGM of AWL.
53. The fiscal year of AWL in each year shall be the 30th of October unless otherwise determined by the Board.
54. The financial records and Minute Book may be examined by any Active Member in good standing during normal business hours by appointment made with the President, and in the presence of the President or a designated member of the Board.

Execution of Documents

55. The execution of all documents and the signing of cheques in connection with the administration of the AWL shall be done only by Board members authorized by the Board.
56. Banking documents require the signature of any 2 Board members so authorized.

Borrowing Powers

57. For the purpose of carrying out its objectives, the AWL may borrow or raise or secure the payment of money in such manner as the Board determines advisable and in the best interest of the AWL.

Remuneration of Directors and Officers

58. No directors or officers of the AWL shall be entitled to any remuneration for their services.

Employees/Contractors

59. The Board may appoint or hire employees or contractors if the Board determines this to be necessary.
60. The Board may fix the remuneration and terms of employment of the employee(s) and the remuneration and terms of contract of the contractor(s).

NO LIABILITY OF DIRECTORS AND OFFICERS

61. No director or officer shall be liable for any loss suffered by the AWL in the execution of the duties of her position or office, unless the loss is due to her own willful act of gross negligence.
62. The AWL shall indemnify and save harmless each director and officer in respect of any claim against her for which she has been exempted pursuant to the above provision.

ANNUAL REPORTS / SOCIETY SEAL

63. The AWL shall file its annual reports and audited financial statements as required by the *Societies Act* (Alberta).
64. The Board of AWL shall adopt a seal for use by the AWL. The seal shall remain in the custody of the President, and shall be used by such persons for such purposes as may be directed from time to time by the President.

AMENDMENTS

65. These By-laws may be rescinded or amended by a Special Resolution of the AWL.
66. No rescission or amendment to the By-laws has effect until it has been registered by the Registrar.