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SOCIETY BYLAWS
TRANS EQUALITY SOCIETY OF ALBERTA
(the "Society")

MEMBERSHIP

- 1 The membership fee, if any, in the Society shall be determined, from time to time, by the members at a general meeting. The Board of Directors (the "Board") may, in its discretion, waive payment of a membership fee for any individual, or for any class of members.

- 2 Any person residing in Alberta and being of the full age of 18 years may become a member by a favourable vote passed by a majority of the Board, and upon payment of any applicable membership fee.

- 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 any applicable 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 majority vote of the Board may be expelled from membership for any cause which the Board may deem reasonable.

- 4 The Society shall have one class of membership, subject to the following:
 - (a) all membership applications are subject to a favourable vote passed by a majority of the Board approving the membership application of the applicant;
 - (b) All members in good standing shall be entitled to receive notice of, attend and vote at all general meetings of the members of the Society. Members shall be entitled to hold any office within the Society and, subject to approval of the majority of the Board, to sit on any committee of the Society.

The Board, by majority vote, may direct that other classes of membership be established or revoked from time to time.

BOARD of DIRECTORS

- 5 The phrase "Board of Directors", "Executive Committee" or "Board", shall mean the Board of Directors of the Society. Only members of the Society ordinarily resident in Alberta may be members of the Board.
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- 6 The directors comprising the Board shall be elected by the following means:
- (a) Prior to or at the meeting of the members at which elections of the Board are held, any member in good standing may nominate up to a maximum of three (3) individuals, including themselves, to stand for election as director and member of the Board.
 - (b) All nominees who agree to stand for election as a director and member of the Board shall be listed on a single ballot with a statement with respect to each candidate as to whether such candidate describes themselves as located in Calgary ("Calgary"), or in Edmonton ("Edmonton"), or in another area in Alberta ("Other").
 - (c) Each member voting will then select by marking the ballot with a maximum of nine candidates on the ballot, with a minimum of two (2) candidates from each of (i) Calgary, (i) Edmonton and (ii) Other, and such voting shall be by secret ballot.
 - (d) Ballots with more than nine candidates selected shall not be counted and shall be considered spoiled. Members may cast votes for less than nine candidates. Ballots with less than nine candidates selected shall be counted, provided that no candidate shall receive more than one vote per ballot marked and allocating more than one vote per ballot to an individual candidate shall not be allowed.
 - (e) Votes will be tallied by counting and reviewing the ballots by a committee of three (3) or more individuals appointed by the Board, and the two (2) candidates with the highest votes for each of (i) Calgary, (ii) Edmonton and (iii) Other (being a total of six candidates) shall be declared elected, with a further three (3) candidates, being those not elected pursuant to the foregoing, but with the highest numbers of votes in the remaining candidates not yet elected, regardless of location or area of residence, shall also be declared elected.
 - (f) The officers and directors so elected shall form the Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next annual meeting of the members, provided that the Board may appoint an individual, who must be a member of the Society, to act in the capacity of such vacancy until such next annual meeting.
 - (g) The Board shall appoint officers, which shall include a President, a Secretary, and a

Treasurer, (or Secretary-Treasurer). The terms of appointment may be a year, or any lesser period, and the Board may change appointments of the foregoing at any time. The President and Treasurer must be members of the Board, but the Board may appoint, from time to time, a Secretary or other officer who is a member of the Society but not an elected member of the Board, provided that such Secretary or other officers who are not elected members of the Board shall have no vote as directors or members of the Board.

- (h) A three-quarter majority of those Board members present at the Board meeting may at such time that it is deemed necessary remove Board members for actions including but not limited to absenteeism, obstruction and/or interference with Board processes, procedures, activities or objectives.

7 The Board shall, subject to the bylaws or directions given it by majority vote at any meeting of the members 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, and shall be called by the President or by either Chair. A special meeting may be called on the instructions of any two members of the Board 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 of the Board or by three days notice by fax, telephone or email. Any four members of the Board 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. Any member or members of the Board may participate in any meeting of the Board by telephone or other technological or electronic means as provided in these Bylaws.

8 A member 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.

9 Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the Society may deem reasonable.

CHAIRS and PRESIDENT

- 10 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, another member of the Board may be elected at the meeting to preside.
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EXECUTION of INSTRUMENTS

- 11 Unless otherwise authorized by the Board, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Society by any two of the Chairs, President, Vice-President, any Director, Secretary, Treasurer, (or Secretary-Treasurer). In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the seal of the Society (in the event that the Society has a seal) to any instrument requiring the same, but no instrument is invalid merely because the seal of the Society is not affixed thereto.
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SECRETARY

- 12 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 (if the Society has a seal) 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 any other member of the Board. 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.
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- 13 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 annual 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.
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TREASURER

- 14 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.
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PRIVACY OFFICER

- 15 The Board may appoint a Privacy Officer who shall be a member of the Society but need not be an elected member of the Board. The Privacy Officer shall oversee all ongoing activities related to the development, implementation, maintenance of, and adherence to the Society's privacy policies and procedures relating to the privacy of member information in compliance with all applicable federal and provincial privacy laws, including, but not limited to, the *Personal Information Protection Act* (Alberta). Any members acting on behalf of or at the direction of the Privacy Officer shall report directly to the Privacy Officer.
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AUDITING

- 16 The books, accounts and records of the Society 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-end of the Society in each year shall be December 31.
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- 17 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.
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MEETINGS

- 18 This Society shall hold an annual meeting on or before December 31 in each year, of which notice in writing to the last known address of each member shall be delivered either by email or by regular mail no less than twenty (20) days prior to the date of the meeting. The meeting shall be held in either Calgary or Edmonton, alternating from one city to the other every year.
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- 19 General meetings of the Society may be called at any time by the Secretary upon the instructions of the President or the Board by notice in writing to the last known address of each member, delivered either by email or by regular mail eight days prior to the date of such meeting. 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 notice in writing to the last known address of each member, delivered either by email or by regular mail eight days prior to the meeting.
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- 20 Twenty-five (25%) per cent of the members in good standing entitled to vote at a meeting shall constitute a quorum at such meeting.
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- 21 For the purposes of these Bylaws, the following shall apply to delivery of notices:
- (a) Where a notice is emailed to a member's email address provided by the member for that purpose, such email will be deemed received by the member twenty-four (24) hours following it being sent by or on behalf of the Society, unless the Society receives notice from the member's information system or email services provider that the message has not been received;
 - (b) Where a notice is mailed by Canada Post to a member, such notice shall be deemed received on the fourth week day from mailing; and
 - (c) Where a notice is delivered by hand or by courier, such notice shall be deemed received when delivered.
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VOTING

- 22 Any Voting 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.
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- 23 Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes, the chair person of the meeting shall be entitled to a second or casting vote.
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PLACE of MEETING

- 24 Meetings of the Board may be held at any place within Alberta. The Board may agree to conduct meetings using telecommunications or Internet technology, including, by way of example only and not limited to online interactive communications tools, "net meetings", teleconferencing, videoconferencing, online bulletin boards, or such other technological or electronic means as the Board may direct from time to time. No meeting of the Board, or the business conducted therein, shall be held invalid on the basis that such meeting was carried on by technological or electronic means and was not face to face, in whole or in part.
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RESOLUTION in LIEU of MEETING

- 25 Notwithstanding any of the foregoing provisions of this by-law, a resolution in writing signed by all the members of the Board or any committee of the Society entitled to vote on that resolution at a meeting of the Board or committee, as applicable, or all of the Voting Members entitled to vote at a meeting of the members is as valid as if it had been passed at a meeting of the Board or meeting of the members, as the case may be. A copy of every such resolution shall be kept with the minutes of the proceedings of the directors, committee members or meeting of the members. Any such resolution in writing is effective for all purposes at such time as the resolution states regardless of when the resolution is signed and may be signed in counterpart.
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REMUNERATION

- 26 Unless authorized at any meeting of the members 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. The Board may authorize reimbursement of expenses.
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BORROWING POWERS

- 27 For the purpose of carrying out its objects, the Society may borrow or raise money, guarantee the obligations of others, and may grant security, hypothecate, pledge or otherwise encumber the Society's assets in such manner as approved by a resolution of the Voting Members of the Society.
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LIMITATION of LIABILITY

- 28 Every director and officer of the Society, in exercising his powers and discharging his duties, shall act honestly and in good faith with a view to the best interests of the Society and shall exercise the care, diligence and skills that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer, for the time being of the Society, shall be liable for the acts, neglects or defaults of any other director or officer or employee or for joining in any act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested or for any loss, conversion, misapplication or misappropriation of or any damage resulting for any dealings with any moneys, securities or other assets belonging to the Society or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Society shall be deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto. The directors and officers, for the time being of the Society, shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Society, except such as shall have been submitted to and authorized or approved by the Board.
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- 29 No act or proceeding of any director or officer or the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the election, appointment or qualification of such director or officer or Board.
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INDEMNITY

- 30 The Society shall indemnify a director or officer of the Society, a former director or officer of the Society or a person who acts or acted at the Society's request as a director or officer of a body corporate of which the Society is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Society or body corporate, if:
- (a) they acted honestly and in good faith with a view to the best interests of the Society; and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.
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INSURANCE

- 31 The Society may purchase and maintain insurance for the benefit of any person referred to in section 28 against any liability incurred by him in his capacity as a director or officer of the Society, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the Society.
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PROXYHOLDERS

- 32 Votes at meetings of the members may be given either personally or by proxy. A proxy shall be executed by a Voting Member or his attorney authorized in writing. A person appointed by proxy must be a member.
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TIME for DEPOSIT of PROXIES

- 33 The Board may specify in a notice calling a meeting of members a time, preceding the time of such meeting by not more than forty-eight (48) hours exclusive of Saturdays and holidays, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Society or an agent thereof specified in such notice or, if no such time having been specified in such notice, it has been received by the secretary of the Society or by the chair person of the meeting or any adjournment thereof prior to the time of voting.
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DISSOLUTION and WINDING UP of SOCIETY

- 34 The Society may be dissolved in accordance with the provisions of the *Societies Act*, provided that prior to such dissolution, the assets of the Society shall be distributed as follows:
- (a) firstly, to satisfy all debts and liabilities of the Society;
 - (b) secondly, to the Voting Members of the Society on a pro rata basis.
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BYLAWS

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