

BY-LAWS OF THE ADVERTISING CLUB OF EDMONTON
Revised Dec 2014

1. Membership

1.1 There shall be three classes of membership: Active, Student and Honorary. They are subject to the provisions of the By-laws and upon payment of the prescribed fees.

1.1.1 Any person who, in the opinion of the Society, has given distinguished services in the field of advertising may be admitted as an *Honorary Member* of the Society.

1.2 Honorary Members shall be approved upon recommendation of the Board of Directors by a two-thirds (2/3) vote of the board of directors present at any regular meeting of the Society.

1.2.1 Any person who is enrolled in an accredited secondary education facility interested in the study of advertising, marketing, public relations and/or communications related subjects may be admitted as a *Student Member* of the Society.

1.3 Membership in the Society is not transferable.

1.4 The annual membership fee shall be determined from time to time by board of directors at any general meeting of the Society.

1.5 A one time initiation fee shall be determined from time to time by the board of directors. There shall be no initiation fee for Honorary Members.

1.6 Upon liquidation, dissolution or winding up the affairs of the Society, whether voluntary or involuntary, all the net assets of the Society shall be transferred to an organization with similar purposes and interests or to an educational institution having course or other interests in the field of advertising.

2. Withdrawal and Cancellation of Membership

2.1 A member may withdraw from the society by resignation in writing to the Secretary of the Society however there will be no refund of their membership fees paid.

2.2 Any member, who resigns, withdraws, or whose membership is cancelled shall forfeit all right, claim and interest arising from or associated with membership in the Society.

3. Meetings

3.1 The Annual General Meeting of the Society shall be held on a day and at a time determined by the resolution of the Directors.

3.2 Special meetings may be called by the President and shall be called by the president upon written request of any five (5) members in good standing.

3.3 Other meetings of the Directors may be convened by the order of the president at any time and at any place.

3.4 The Secretary shall send a notice of the annual general meeting and of each special meeting to each Member of the Society to file at least ten (10) days prior to the date of such meeting.

3.5 At every general meeting, in addition to any other affairs of the Society, the report of the Directors and the financial statements are to be presented.

3.6 A quorum for the transaction of its affairs at any Annual General meeting of the members shall consist of not less than twenty-five (25) Active Members.

3.7 Each of the Society's Active Members (including Honorary Members) whose dues are paid in full shall, at all Annual General Meetings of the Society, be entitled to one (1) vote. (No Student Members is entitled to vote at any meeting of the Society)

3.8 Annual General Meeting voting may use e-voting at the option of the board of directors.

4. Directors

4.1 The affairs of the Society shall be managed by a Board of twelve (12) Directors, one (1) of whom shall be elected to the office of Vice President and one (1) of whom shall be the immediate Past President. Each Director at the time of their election and throughout their term of office shall be an Active Member in good standing. Each Director shall be elected to hold office for a two (2) year term. The board term for a director can be extended by one (1) year at the discretion of the board with a majority vote at any meeting of the Society. A Director shall cease to be a Director at the time they cease to be an Active Member of the Society.

4.2 A Director may resign from office upon giving notice in writing to the Society of his/her intention to do so, and such resignation shall take effect upon written notification received by the Society.

4.3 If any Director shall without reasonable excuse absent him/herself from three (3) consecutive regular meetings of the Board of Directors the President can remove this director from his/her position at the president's discretion.

4.4 In the event of a vacancy occurring on the Board of Directors, the remaining Directors shall elect a successor who shall take office immediately and serve until the next annual general meeting. This term will not count towards the directors two (2) year term.

4.5 Six (6) Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A schedule of regular meetings of the Board of Directors shall be set up by the board within thirty (30) days after the annual general meeting. Special meetings may be called by the President by notice in writing, to each Director at least five (5) days before the called meeting. A Board of Directors meeting may also be held, without notice, immediately following the annual general meeting of the Society.

4.6 Except as otherwise provided in the By-laws of the Society or by law, questions arising at any meeting of the Directors shall be decided by a majority of votes. In the case of an equality of votes the President, shall have a second or casting vote.

4.7 No Director shall receive any remuneration from the society for the services rendered as a Director, but upon resolution of the Board of Directors may be reimbursed for all out-of-pocket expenses and traveling expenses incurred in attending to his/her office.

4.8 The President shall be the chief executive officer of the Society and of the Board of Directors. They shall preside over all meetings of the Society and of the Board of Directors. They shall be ex officio a member of all committees except the nominating committee. The President shall appoint all committees, with the exception of the nominating committee, such appointments to be subject to the approval of the Board of Directors. The President and the Treasurer shall execute all written contracts

and obligations of the Society, which must have prior approval of the Board of Directors to be binding by the Society.

4.9 The President, with the approval of the Board of Directors, can appoint standing committees and shall assign a member of the Board of Directors as an ex officio member of each committee. All members of standing committees shall serve for one year or until their successors are appointed. No committee shall have authority to commit the Society on matters of policy or to create financial obligations. All committee plans and actions shall be subject to the approval of the Board of Directors. The President, with the approval of the Board of Directors, shall appoint such additional special committees as may be needed to carry on the work of the Society.

4.10 The Secretary shall attend all meetings of the members and of the Board of Directors and record all facts in the minutes of all proceedings in the books kept for that purpose. They shall give all notices required to be given to members and shall be the custodian of the seal of the Society and of all the records, correspondence, contracts and other documents belonging to the Society.

4.15 The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Society, proper Books of Account and shall deposit all monies and other valuable effects in the name and to the credit of the Society in such banks or trust companies as may from time be designated by the Board of Directors. They shall disburse the funds of the Society under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings and whenever required to do so an account of all of his transactions and of the financial position of the Society.

5.0 Borrowing

5.1 For the purpose of carrying out the objects of the Society, the Directors may borrow, raise or secure the payment of money in such manner as they think fit, except in accordance with sanction of a special resolution as defined by the Societies Act.

6.0 Audit

6.1 The books, accounts and records of the Society shall be reviewed by an auditor at least once a year. A complete and proper statement of the standing of the books of the previous year shall be submitted by such auditor at the annual general meeting of the Society in each year.

6.2 No Director or other officer of the Society shall be liable for the acts or neglects of any other Directors.

7.0 By-Laws

7.1 The By-Laws may be rescinded, altered or added to by a special resolution passed by a majority of not less than three fourths (3/4) of such members entitled to vote at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been given. By-laws may also be changed, altered or added to at the Society's Annual General Meeting when at least twenty five (25) members eligible to vote are in attendance and the resolution is passed by no less than three fourths (3/4) of the members in attendance.

8.0 Inspection

8.1 All books and records of the Society may be inspected by any member of the Society at the annual general meeting or at any time upon giving reasonable notice and arranging a time satisfactory to

the officers having charge of the same. Each member of the Board shall at all times have access to such books and records.

9.0 Interpretation

9.1 In all By-Laws of the Society, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the female gender as the case may be and vice-versa.