

SPIE Bylaws

MEMBERSHIP

1. Any person over the age of 18 who supports SPIE's objectives and agrees to be bound by its Code of Ethics, may apply to become a member of the Society. The stated fee shall accompany this application.
2. Membership fee, if any, in the society shall be determined, from time to time, by the members at a general meeting. Any person residing in Alberta, and being of the full age of 18 years, may become a member upon payment of the fee.
3. All members will adhere to the Society's code of ethics and confidentiality statement.
4. 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 majority vote of the Board of Directors may be expelled from membership for any cause which the society may deem reasonable.

CHAIRPERSON

5. The Chairperson 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, the Co-Chairperson shall preside at any such meetings. In the absence of both, an alternate board member that is present will preside.

BOARD OF DIRECTORS

6. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society.
7. The Board shall, subject to the bylaws 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 Chairperson. A special meeting of the Board may be called on the instructions of any two members provided they request the Chairperson 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 communicated to each member or by three days notice by unanimous agreement. The Chairperson or designate, and four other 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. Members may attend Board meetings remotely by telephone conference provided they can hear directly all other members in attendance, including others also attending remotely. Meetings may be held by telephone conference or Web Conference or functionally equivalent communication means.
8. A person 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.

SECRETARY

10. It shall be the duty of the Secretary, or his/her designate, 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 which whenever used shall be authenticated by the signature of the Secretary and the Chairperson, or, in the case of the death or inability of either to act, by the Vice-Chair. 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 Chairperson and the Board.

TREASURER

11. The Treasurer, or his/her designate, 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.

AUDITING

12. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant. A complete and proper statement of the standing of the books for the previous year shall be presented at the Annual Meeting of the society. The fiscal year of the society in each year shall be September 1 to August 31.

13. 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, as determined by the Board, 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.

MEETINGS

14. This society shall hold an annual meeting on or before October 31 in each year, of which notice shall be delivered via email a minimum of 30 days prior to the date of the meeting. At this meeting there shall be elected a Chairperson, Co-Chairperson, Secretary, Treasurer, (or Secretary-Treasurer), and six directors. 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.
15. General meetings of the society may be called at any time by the Secretary upon the instructions of the Chairperson or Board by notice to the last known email address of each member, delivered via email at least eight days prior to the date of such meeting. A special meeting shall be called by the Chairperson 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 letter to the last known email address of each member, delivered via email at least eight days prior to the meeting.
16. 10% of members in good standing shall constitute a quorum at any annual and/or general meeting.

VOTING

17. Any 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. Such votes must be made in person and not by proxy or otherwise.

REMUNERATION

18. Unless authorized at any meeting and after notice for same shall have been given, no officer or member of the society shall receive any remuneration for his/her services.

BORROWING POWERS

19. 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.

BYLAWS

20. The Bylaws may be rescinded, altered or added to or amended by a "Special Resolution."

Dated _____

Signature:	Address	Apartment
Print Name:	City/Town	Province Postal Code

Signature:	Address	Apartment
Print Name:	City/Town	Province Postal Code

Signature:	Address	Apartment
Print Name:	City/Town	Province Postal Code

Signature:	Address	Apartment
Print Name:	City/Town	Province Postal Code

WITNESS

Signature:	Address	Apartment
Print Name:	City/Town	Province Postal Code