

The Writers' Guild of Alberta

BYLAWS

1. MEMBERSHIP

- 1.1. Membership in the Guild shall be open to any writer resident or formerly resident in the Province of Alberta.
- 1.2. Any member may withdraw from the Guild at any time by notice in writing to the Executive Director at WGA Main Office. Withdrawal does not imply entitlement to refund of any portion of fees paid.
- 1.3. Active membership shall continue as long as annual membership dues are current.
- 1.4. Any member upon a vote of at least two thirds of all members of the society in good standing, voting in person or by proxy at an Annual General or Special General Meeting may be expelled from membership for any cause which the society may deem reasonable.
- 1.5. A member in good standing shall have the right to vote at any Annual General or Special General meeting of the members of the Guild.

2. MEMBER MEETINGS

- 2.1. The Annual General Meeting of the society may be held in person or electronically. It shall be held within fifteen (15) months of the last preceding Annual General Meeting at such date, time and place as determined by the Board. Preferably, the location of the meeting shall be changed on an annual basis. To meet for the purpose of:
 - a) Considering and approving the minutes of the previous Annual General Meeting and any Special General Meeting that may have been held since the last Annual General Meeting;
 - b) Receiving and considering audited financial statements for the preceding fiscal year; as prepared by a competent, external professional and reviewed by two members of the society;
 - c) Appointing the external auditor for the next fiscal year;
 - d) Receiving and considering such other reports and statements as are required by the society;
 - e) Electing directors;
 - f) Transacting any other business properly brought before the meeting.
- 2.2. A Special General Meeting of the Guild may be called by the President as and when it is considered necessary, but the President shall call a Special General Meeting when requested to do so in writing by at least five per cent of the WGA membership.
- 2.3. At least fifteen days' notice in writing of all Annual General and Special General Meetings of the Guild shall be disseminated either electronically or mailed out in paper copy to all members, specifying the time and place of the meeting.
- 2.4. Fifty per cent of the board plus twenty members in good standing shall constitute a quorum at any general or special meeting of the membership.
- 2.5. Voting shall be by ballot in the case of election of directors and by show of hands in other cases, except where a ballot is requested by at least three members.
- 2.6. Members may have the option of participating electronically in General Meetings, including electing members to the Board of Directors or considering future amendments to the Guild's Bylaws.

3. BOARD OF DIRECTORS

- 3.1. The Board of Directors of the Guild shall consist of members in good standing elected by the membership at the Annual General Meeting. Directors shall normally be elected by a majority of the members in attendance, personally or by proxy. The candidate or candidates with the largest number of votes shall fill Director vacancies.

- 3.2. The board shall be comprised of the President, Vice-President, Secretary, Treasurer, Immediate Past President, five members-at-large, one of whom must be a youth board member.
- 3.3. No more than three members of the board shall reside in the same centre, unless there is a vacancy that cannot be filled from a unique community, city, or town. In this case, the board may approve more than three members from the same centre until the next Annual General Meeting.
- 3.4. Directors shall be elected by the membership at the Annual General Meeting for terms which commence at the end of that meeting.
- 3.5. Directors shall hold office for a term of two years.
- 3.6. Written nominations for the Board of Directors may be made in advance of the AGM, signed by the candidate and two members of the Guild who are in good standing. Additionally, nominations and seconding motions may be put forth at the AGM by Guild members who are in good standing with the consent of the nominee.
- 3.7. No Director shall be eligible to serve more than two consecutive terms except in the case of a Past President who may hold office during the term of his/her successor. In rare circumstances by unanimous, anonymous vote by the board an individual board member will be permitted to stand for election for a third two-year term based on the needs of the board, and the extension of the third term shall be ratified at the annual general meeting.
 - a) Under no circumstances can this term be extended. The additional year as past president is outside of these terms.
 - b) A member who has served two or three full consecutive terms shall not be eligible to serve again as a Director before the passing of two years.
- 3.8. Members of the Executive Committee will be elected into each position at the Annual General Meeting by majority of active members in attendance or by proxy. If an Executive position is vacant after the Annual General Meeting, the Board of Directors shall appoint another director to fill that position by appointment until the next Annual General Meeting. If a person is running for an Executive position after serving one year of their two-year term and is unsuccessful, that person will complete his or her term in the original position he or she was elected to fulfill.
- 3.9. If a vacancy should occur on the board mid-term, a member may be appointed by the board until the next Annual General Meeting.
- 3.10. The board shall meet for the dispatch of business, adjourn and otherwise regulate its meetings and make policy decisions by majority vote.
- 3.11. The board shall carry out the duties and function of the Guild between general meetings. As a Policy Board it shall oversee operations through committees and delegate management functions to the Executive Director, who has a primary reporting function to the board through the President.
- 3.12. The board has the option of holding regular or special board meetings electronically to carry out the regular business of the board.
- 3.13. Notice for any meeting of the board shall be given at least ten (10) days (more if additional time is reasonably required for travel arrangements) in advance of the date of the meeting and shall include the date, time, place, agenda and general nature of business to be transacted. Only business on the agenda or related thereto shall be transacted at such meeting unless:
 - a) A notice of motion to place an item on the agenda shall have been delivered to the Secretary at least ten (10) days prior to such a meeting or
 - b) This condition is waived by a majority vote of those present and entitled to vote.
- 3.14. In the event that a Director is not electronically available, the Secretary may send a copy of the motion to arrive at least two (2) days prior to the scheduled voting date. The Secretary may accept a telephone or written vote on that motion, but a telephone vote must be followed by

written confirmation (this section formerly 2.6).

- 3.15. A quorum of a meeting of the Board of Directors shall be at least 50 per cent of the elected members of the board.
- 3.16. **Where a vote on a motion is required in a timely manner outside of a regular board meeting, that motion and voting may be held using a digital or electronic platform.** A motion for electronic vote shall have a voting schedule including a discussion period. Results will be reported with the number of directors voting as well as the number of directors not voting. Electronic votes will be recorded in the Minutes of the next board meeting (this section formerly 2.6).
- 3.17. **A resignation from any director is effective upon receipt by the Secretary.**
- 3.18. A director who **misses three consecutive board meetings without communication to an Officer of the Board** shall be deemed to have resigned his or her office.
- 3.19. A director can be removed from the Board of Directors upon a vote of at least two thirds of all members of the board, excluding the director being considered for removal, **for** improper conduct or for actions which bring the WGA into disrepute or are contrary to the objects of the WGA.

4. EXECUTIVE COMMITTEE

- 4.1. The Executive Committee shall consist of the following officers: President, Vice-President, Secretary, Treasurer, and Immediate Past President.
- 4.2. **No director shall hold more than one officer role.**
- 4.3. **The Immediate Past President is filled by the Director who last completed a term as President and is the only member of the Executive Committee who is not elected by the membership at the Annual General Meeting.**
- 4.4. **In the event of an officer vacancy, the board of directors shall appoint a new officer to fill that role until the next Annual General Meeting.**
- 4.5. **In the event of a vacancy in the office of President, the Vice President shall become interim President until the Board of Directors fills the vacancy.**
- 4.6. The Board of Directors will appoint an Executive Director to manage the affairs of the society under the general direction of the board. They shall be accountable to the board for the proper and legal conduct of the business of the society according to the policies from time to time established by the board. They shall be responsible for the organization of the work of the society and for the engagement, supervision, direction and discharge of all employed personnel in accordance with the personnel policies from time to time established by the board.
- 4.7. The Executive Director shall, ex officio, also be an officer of the society and shall be entitled to receive notice and attend all meetings of the Board and its Executive Committee. The Executive Director shall be a non-voting member.

5. DUTIES OF OFFICERS

- 5.1. The President shall, when present, preside at all meetings of the Guild, the Executive Committee, and the Board of Directors. The President shall be an ex-officio member of all Committees and shall chair the Executive Committee. In addition, the President shall perform such other duties as may be specified by the Board of Directors.
- 5.2. The Vice-President shall assist the President and perform the duties of the President in the President's absence, and shall perform other duties as may be specified by the Board of Directors.
- 5.3. Minutes of every General Meeting and every meeting of the Board of Directors shall be kept by the Secretary. A record of directors elected each year shall be kept by the Secretary and the proper notices relating to directors or changes shall be filed in accordance with The Societies

Act. The Secretary shall keep such other records and documents as the Board of Directors may direct.

5.4. The Treasurer shall properly account for the funds of the Guild and keep such books as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Board of Directors whenever requested. The Treasurer shall prepare for submission to the Annual General Meeting an audited statement of the financial position of the Guild. In addition, the Treasurer shall perform such other duties as may be specified by the Board of Directors.

5.5. **Roberts' Rules of Order are the default authority for direction when an issue arises that is not covered by the Societies Act or these bylaws.**

6. BOOKS, ACCOUNTS AND RECORDS

6.1. Unless otherwise ordered by the Board of Directors, the fiscal year of the society shall terminate on the 31st day of March in each year.

6.2. The books and records of the Guild shall be open for inspection at the request of a member at a time and place mutually convenient to that member and the Secretary or Treasurer.

6.3. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified external professional and reviewed by two members of the society.

6.4. A complete and proper statement of the standing of the books for the previous year shall be submitted at the Annual General Meeting of the Society.

6.5. The Board of Directors shall once a year deposit its complete but obsolete records with the Provincial Archives of Alberta.

7. REMUNERATION AND FINANCES

7.1. The Board of Directors may not incur debt in the name of the Guild.

7.2. Members of the Board of Directors officers and executive committee shall serve without remuneration; provided that board members may be paid reasonable expenses incurred by them in the performance of their duties and that they may contribute to and receive payment from Guild Programs.

8. DISSOLUTION

8.1. In the event of the dissolution of the Society, all of its remaining assets after payment of its liabilities shall be distributed to one or more qualified donee in Alberta with similar objectives.

9. BY LAWS

9.1. These bylaws may be amended by special resolution at a general meeting of the membership.

10. SEAL

10.1. There shall be no seal.