



## The Stroll of Poets Society Bylaws (revised 2013)

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## The Stroll of Poets Society Bylaws (2013)

1. The name of the Society is  
THE STROLL OF POETS SOCIETY
2. The objects of the Society are:  
To promote acceptance of and education about poetry through vehicles such as poetry festivals, public readings, workshops and associated activities.

### MEMBERSHIP

1. Membership
  - a) An individual may apply to the Board for membership and, on payment of the required fee and acceptance by the Board, becomes a member.
  - b) The annual membership fee shall be set by the Board.
  - c) Conditions of membership, including withdrawal, suspension and expulsion of members shall be set by the Board.
  - d) A member who has not withdrawn from membership nor has been suspended or expelled as herein provides shall have the right to vote at any meeting of the society. Such votes shall be made in person and not by proxy or otherwise.
  - e) 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.
2. Annual General Meeting
  - a) The society shall hold an Annual General Meeting on or before March 31 in each year, of which notice shall be delivered in the mail, or by electronic means, 21 days prior to the date of the meeting.
  - b) At this meeting there shall be elected a President and not more than seven directors.
  - c) The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed.
3. General or Special meetings
  - a) A general or special meeting of the society may be called at any time by the Secretary upon the instructions of the President or Board by notice, delivered in the mail, or by electronic means, eight days prior to the date of such meeting.

b) A general or special meeting shall be called by the President or Secretary upon receipt by him of a petition signed by one-third of the members in good standing, setting for the reasons for calling such meeting delivered in the mail, or by electronic means, eight days prior to the meeting.

4. Quorum for a general or special meeting of the Society

The number of serving board members multiplied by two, plus one, is the number of the members in good standing that shall constitute a quorum for any general or special meeting of the Society.

## **BOARD OF DIRECTORS**

1. Officers of the Board

The Board shall:

- a) elect one director as “secretary” and one director as “treasurer”, or may designate one director as “secretary/treasurer”;
- b) elect at least one director as vice-president.

The Board may establish other offices, or change the titles of offices, and prescribe the powers, duties, and function of each office.

The immediate past President shall be a member of the Board with all the powers and duties of an elected member of the Board for the year following the completion of the term as President.

2. Vacancies on the Board

When a vacancy occurs on the Board, the remaining directors may exercise all the powers of the Board, if a quorum remains in office. The board may appoint someone to fill the vacancy until the next annual general meeting.

3. Management of the Society

- a) The Board is to oversee and generally direct the affairs of the Society in the name of and on behalf of the Society.
- b) The duties and powers of the Board are to be exercised by resolution of the Board.
- c) The Board may enact policies regarding the direction and management of the Society, and such policies shall be consistent with these Bylaws
  - i. respecting the calling of meetings;
  - ii. respecting the appointment, removal, functions, powers, duties, and remuneration of employees, agents and members of a committee;
  - iii. respecting contracts;
  - iv. delegating to directors, officers, employees or agents or a committee, the carrying out of a delegated power;
  - v. respecting the establishment, membership, duties and functions of committees;

- vi. respecting membership, including fees, terms and conditions, suspension and expulsion.
4. Board meetings
    - a) Meetings of the Board are to be called by the President and held as often as the affairs of the Society require.
    - b) Meetings of the Board shall be called by giving to each director at least seven days notice unless the Board unanimously agrees to waive notice of the meeting.
    - c) Meetings of the Board may be conducted in person, or if agreed to by the Board, by electronic means.
  5. Quorum at Board meetings

A quorum for a Board meeting is four members
  6. Decision-making
    - a) Each director has one vote.
    - b) If there is a tied vote, the motion is lost.
  7. Expenses
    - a) Directors are not to receive any honorarium or remuneration in the course of their duties as directors unless authorized by the Board.
    - b) Directors may be reimbursed for traveling and living expenses incurred while on Society business, and other disbursements expended in the course of performing their duties as directors.

## **DUTIES OF BOARD OFFICERS**

### **1. President**

The President

- a) shall be ex-officio a member of all committees;
- b) shall, when present preside at all meetings of the society and of the Board;
- c) In the absence of the President, the Vice-President shall preside at any such meetings, and in the absence of both a chair may be elected by the meeting to preside thereat;
- d) shall present a report of the activities of the Board to members of the Society at the Annual General Meeting;
- e) may with approval of the Board, delegate powers and duties as necessary;
- f) ensures the following are filed with Registrar under the Societies Act, according to the requirements of the Societies Act:
  - The annual return, including an audited financial statement approved at the last annual general meeting.
  - Changes in membership of the Board.

- Copies of any special resolution passed by the Society which amends or repeals any portion of these bylaws.
- g) is responsible for such other matters as the Board determines.

## **2. Vice President**

The Vice-President

- a) shall, in the absence of the President, perform the duties of the President.
- b) is responsible for such other matters as the Board determines.

## **3. Secretary**

The Secretary is responsible for

- a) ensuring proceedings of meetings of the Board and the membership are recorded, and for the preparation and custody of the minutes of those meetings;
- b) maintaining custody of the books and records of the Society, except financial records;
- c) all correspondence of the society, under the direction of the President and the Board;
- d) keeping a record of all members of the society and their addresses;
- e) sending notices of meetings as required;
- f) collecting and receiving the annual dues levied by the society.
- g) having charge of a Seal adopted by the society, 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 the Vice-President.

The Secretary may with approval of the Board, delegate the responsibilities of the office as required.

The Secretary is responsible for such other matters as the Board determines.

## **4. Treasurer**

The Treasurer is responsible

- a) for the receipt of all money paid to the Society;
- b) for opening and operating accounts for the deposit of funds in any bank, treasury branch, trust company or credit union of which the Board approves;
- c) to account for the real and personal property of the Society and the preparation and custody of such financial records as are necessary;
- d) for presenting a financial statement to the Board as required;
- e) for presenting a financial statement at the Annual General Meeting;
- f) for producing and presenting applications to granting agencies, as directed by the Board.

The Treasurer may with approval of the Board, delegate the responsibilities of the office as required.

The Treasurer is responsible for such other matters as the Board determines.

## 5. Directors

Every Director shall be responsible for such matters as the Board determines, including chairing committees, supervising and administering events and programs.

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.

## 6. Reassigning functions

The Board may reassign all or some of the functions of the Secretary, Treasurer, or of a Director to a member of the society, or other person designated by the Board.

## 7. Committees

- a) Standing or special committees may be appointed by the Board for any purpose considered necessary or desirable.
- b) Board members, Society members and other individuals may be appointed to committees.
- c) The Board may delegate such of its powers or duties to a committee appointed by it as it considers necessary, with or without conditions, except the power to make bylaws.

## 8. Financial accountability

- a) The financial records of the Society shall be audited at least once each financial year by a duly qualified accountant, or by two members of the Society elected for that purpose at the Annual Meeting.
- b) The auditor's report shall be presented at the Annual General Meeting, or if it is not then available, made available to the directors and members as soon as it is available.
- c) The fiscal year of the society in each year shall be February 1 to January 31.
- d) For the purposes of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit.
- e) The books and records of the Society shall be open to inspection by any member of the Society at the Society's administrative office within five business days of giving written notice to the Secretary.

## 9. Amending bylaws

The Bylaws may be rescinded, altered or added to by a "Special Resolution" passed by a 75% majority at an Annual or Special General Meeting. The Board will ensure any such amendments are duly registered with the Registrar under the Societies Act.