

THE GEOTECHNICAL SOCIETY OF EDMONTON

NOTICE OF INTENTION TO PROPOSE A SPECIAL RESOLUTION: REPEAL AND REPLACEMENT OF BYLAWS

The Geotechnical Society of Edmonton intends to propose the following special resolution to be voted upon at the Annual General Meeting that is scheduled for May 16, 2024:

Proposed Special Resolution:

The bylaws of The Geotechnical Society of Edmonton are changed as follows:

- **All existing bylaws of The Geotechnical Society of Edmonton are repealed.**
- **They are replaced by the attached bylaws.**

Additional Information:

- The vote on this proposed special resolution will take place during the Annual General Meeting on May 16, 2024.
- To be eligible to vote on this special resolution you must:
 - be a member of The Geotechnical Society of Edmonton who is not suspended or expelled from membership, and
 - be present, in person, at the Annual General Meeting location when the vote is taken (the bylaws prohibit proxy voting).
- For this special resolution to be successfully passed, at least 75% of the votes cast at the Annual General Meeting, by eligible members, must be in favour of the resolution (*Societies Act*, RSA 2000, c S-14, s.1(d)(i)).
- If successfully passed, the new bylaws will be registered at the corporate registry. The new bylaws will not take effect until they have been registered by the registrar (*Societies Act*, RSA 2000, c S-14, s.15).

**BYLAWS OF
THE GEOTECHNICAL SOCIETY OF EDMONTON**

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BYLAWS OF THE GEOTECHNICAL SOCIETY OF EDMONTON

PREAMBLE

The provisions contained in this document form the general bylaws of The Geotechnical Society of Edmonton and regulate its governance and affairs.

PART 1 - INTERPRETATION

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

- (a) “Act” means the *Societies Act*, RSA 2000, c S-14, as amended from time to time, or any statute or statutes substituted therefore, including any regulations thereunder,
- (b) “Annual General Meeting” means the annual general meeting of the members of the Society,
- (c) “Board” means the board of Directors of the Society,
- (d) “Board Meeting” means a meeting of the Board,
- (e) “Bylaws” means these bylaws of the Society, as amended from time to time,
- (f) “Chair” means the person with authority to preside over a meeting, as determined in accordance with Section 5.6, 8.3, or 9.3.2, as applicable,
- (g) “Director” means any person who is, pursuant to these Bylaws, a director of the Society by virtue of his or her position as an Officer,
- (h) “Meeting of the Members” means any meeting of the members of the Society, including, but not limited to, Annual General Meetings and Special Meetings,
- (i) “Officer” means an officer of the Society identified in Section 6.2,
- (j) “Rule” includes a rule, policy, procedure, standard, code, requirement, instruction or directive,
- (k) “Society” means The Geotechnical Society of Edmonton,
- (l) “Special Meeting” means a special meeting of the members of the Society, and
- (m) “Special Resolution” has the meaning set out in the Act.

1.2 Interpretation

In these Bylaws:

- (a) headings are included for reference and convenience purposes only and do not form a part of, or impact the interpretation of, these Bylaws,
- (b) words indicating the singular include the plural and vice versa, and
- (c) words indicating gender include all genders.

1.3 Conflict

In the event of a conflict between these Bylaws and any Rule of the Society, these Bylaws shall prevail.

1.4 Existing Rules

Subject to Section 1.3, any fees, forms and Rules that were adopted, established or utilized by the Society prior to the coming into force of these Bylaws shall continue in force, and be binding, until they are amended, repealed or replaced by the Society.

PART 2 - MEMBERSHIP

2.1 Membership

2.1.1 Subject to Sections 2.1.2 and 2.1.3, an individual may become a member of the Society by:

- (a) registering for membership in a form acceptable to the Board, and
- (b) paying any applicable membership fees.

2.1.2 An individual is ineligible to become a member of the Society if that individual is in arrears in payments owed to the Society, including, but not limited to, membership fees associated with prior membership in the Society.

2.1.3 A former member of the Society who was expelled from membership under these Bylaws is ineligible to become a member unless the Board grants express permission following a determination by the Board, in its discretion, that there are exceptional circumstances warranting reinstatement.

2.2 Member in Good Standing

A member is in good standing when the member has paid, in full, all fees, including annual membership fees, owed to the Society and has no arrears owing to the Society.

PART 3 - MEMBERSHIP FEES

3.1 Establishment of Membership Fees

The fees payable by members, including annual membership fees, shall be set by the Board.

3.2 Due Date of Annual Membership Fees

Members shall pay annual membership fees on or before the due date that is set by the Board.

3.3 Fees Non-Refundable

All membership fees payable to the Society are non-refundable.

PART 4 - TERMINATION OF MEMBERSHIP

4.1 Termination of Membership

4.1.1 A member may end that member's membership in the Society by delivering a written resignation to the Society.

4.1.2 If a member has failed to pay, when due, any fee owed to the Society, that member's membership shall expire in accordance with Rules related to expiry that have been adopted or established by the Board, if any, or may otherwise be terminated by the Society.

4.1.3 The members may, by a Special Resolution passed at a Meeting of the Members, terminate any member's membership in the Society.

4.1.4 A member shall cease to be a member of the Society upon the death of that member.

4.1.5 A member shall cease to be a member of the Society upon the dissolution of the Society.

4.2 Date of Termination

4.2.1 In the event of any uncertainty or inconsistency regarding the date on which a member has ceased to be a member pursuant to Section 4.1, the date used shall be the

membership end date noted on the Society's register of members or the date on which the member was removed from the Society's register of members, as applicable.

4.3 Effect of Termination of Membership

- 4.3.1 Upon ceasing to be a member, all rights and privileges arising from, or associated with, membership in the Society automatically terminate, but the former member shall remain liable for the payment of any debts owing to the Society at the date that membership ends.

PART 5 - MEETINGS OF THE MEMBERS

5.1 Annual General Meeting

An Annual General Meeting shall be held on or before August 31st of each year.

5.2 Special Meetings

- 5.2.1 A Special Meeting may be called at any time by the President or the Board.
- 5.2.2 A Special Meeting must be called following the receipt of a written request, signed by twenty (20) or more members, setting forth the reason for the Special Meeting and any question, motion or matter intended to be submitted at the Special Meeting.
- 5.2.3 No business shall be conducted at a Special Meeting other than that which has been set out in the notice of that meeting.

5.3 Date, Time and Place of Meetings of the Members

The Board determines the date, time and place of Meetings of the Members.

5.4 Notice of Meetings of the Members

- 5.4.1 All members are entitled to receive notice of a Meeting of the Members, in accordance with Section 5.4.2.
- 5.4.2 Notice of a Meeting of the Members shall be sent to each member by email to the last known email address for that member shown in the records of the Society, not less than twenty-one (21) days before the meeting.
- 5.4.3 Notice of a Meeting of the Members is deemed to have been received on the date that the email containing the notice is sent.
- 5.4.4 Notice of a Meeting of the Members shall set out:
- (a) the date, time and place of the meeting,

- (b) any question, motion or matter to be voted upon for which a Special Resolution is required,
- (c) in the case of a Special Meeting, the reason for the Special Meeting and any question, motion or matter intended to be submitted at the Special Meeting,
- (d) if applicable, notice of a decision of the Board regarding electronic attendance pursuant to Section 5.9.2, and
- (e) such other information as the Board may determine.

5.4.5 Unless the Board directs otherwise, notices of Meetings of the Members shall be delivered by the Secretary.

5.5 Right to Vote

All members shall have the right to vote at Meeting of the Members at which they are present, subject to and in accordance with these Bylaws.

5.6 Meeting Chair

5.6.1 The President acts as Chair at every Meeting of the Members.

5.6.2 If the President is absent from a Meeting of the Members, the Vice President will Chair the meeting.

5.6.3 If both the President and Vice President are absent from a Meeting of the Members, the Chair will be selected by a vote of the members present.

5.6.4 The Chair presides over Meetings of the Members and decides questions of procedure at such meetings.

5.7 Quorum of Meetings of the Members

5.7.1 Subject to Section 5.7.3, the quorum for a Meeting of Members shall be twenty (20) members.

5.7.2 If a quorum is not present within thirty (30) minutes of the start time of a Meeting of the Members, the Chair shall end the meeting and no business shall be transacted.

5.7.3 If an Annual General Meeting is ended due to lack of quorum pursuant to Section 5.7.2, a replacement Annual General Meeting shall be called in accordance with these Bylaws, and those members who are present at this replacement meeting shall constitute a quorum.

5.8 Persons Entitled to be Present at Meetings of the Members

5.8.1 The only persons entitled to be present at a Meeting of the Members shall be the Society's members, Directors, Officers, auditor and legal counsel, along with any additional individuals that have been invited to attend by the Board.

5.8.2 A person not described in Section 5.8.1 may only be present at a Meeting of the Members with the consent of the Chair or by a vote of the members in attendance.

5.9 Attendance at Meetings of the Members

5.9.1 Subject to Section 5.9.2, Meetings of the Members shall be held and attended in-person and no member shall be entitled to attend, or vote at, a Meeting of the Members by electronic means.

5.9.2 The Board may decide, in its discretion, to:

- (a) hold one or more Meetings of the Members entirely by electronic means, or
- (b) permit attendance at one or more in-person Meetings of the Members by electronic means.

5.9.3 The Board may adopt or establish Rules governing the manner of, and procedure for, electronic attendance contemplated by Section 5.9.2.

5.9.4 Any decision of the Board under Section 5.9.2 shall be communicated in the notice provided of the meeting or meetings in question.

5.9.5 A person attending a Meeting of the Members by electronic means is deemed to be present at the meeting, provided that electronic attendance is permitted pursuant to Section 5.9.2.

5.10 Voting at Meetings of the Members

5.10.1 Subject to Sections 5.10.2 and 5.10.3, voting at all Meetings of the Members shall be by show of hands.

5.10.2 A vote at a Meeting of the Members shall be conducted by ballot, in accordance with ballot procedures set by the Chair, if:

- (a) a majority of the members present request that the vote be by ballot, or
- (b) the Chair determines that the vote shall be by ballot.

5.10.3 If, pursuant to a Board decision under Section 5.9.2, a Meeting of the Members is being held by electronic means or attendance is permitted by electronic means, the

manner of electronic voting shall be in accordance with any Rules that the Board has adopted or established pursuant to Section 5.9.3, and, in the absence of such Rules, the manner of electronic voting shall be determined by the Chair.

5.11 Votes to Govern

- 5.11.1 At a Meeting of the Members, each question, motion or matter that is put to a vote shall be decided by a majority of the votes cast by members present, unless the question, motion or matter must be decided by a Special Resolution.
- 5.11.2 Each voting member present shall have one (1) vote.
- 5.11.3 In the event of a tie vote, the question, motion or matter being voted on is defeated.

5.12 No Proxy Voting

Proxy voting is not permitted at Meetings of the Members.

PART 6 - BOARD OF DIRECTORS AND OFFICERS OF THE SOCIETY

6.1 Management of the Society by the Board

- 6.1.1 The management of the affairs of the Society is vested in the Board.
- 6.1.2 The Board may, subject to the Act and these Bylaws, adopt or establish Rules regarding the management and operation of the Society.

6.2 Officers

The Officers of the Society are the President, Vice President, Secretary, Treasurer, Registrar and Program Coordinator.

6.3 Other Roles and Positions

- 6.3.1 The Board may establish such additional roles and positions within the Society as it considers necessary or desirable for the ongoing management and operation of the Society, and it may specify the duties and powers associated with such roles and positions.
- 6.3.2 The Board may, in its discretion, appoint members to, and remove members from, roles and positions established pursuant to Section 6.3.1.

6.4 Board of Directors

- 6.4.1 The Board consists of the following Officers, who are *ex officio* Directors by virtue of holding their Officer positions:

- (a) President,
- (b) Vice President,
- (c) Secretary,
- (d) Treasurer,
- (e) Registrar, and
- (f) Program Coordinator.

6.4.2 For greater certainty, a person who is a Director by virtue of Section 6.4.1 shall immediately cease to be Director upon ceasing, for any reason, to hold an Officer position identified in Section 6.4.1.

6.5 Election of Officers

6.5.1 The following Officers shall be elected by the members at the Annual General Meeting:

- (a) President,
- (b) Vice President,
- (c) Secretary,
- (d) Treasurer,
- (e) Registrar, and
- (f) Program Coordinator.

6.6 Officer Eligibility

6.6.1 To be eligible to be an Officer, a person must be a member of the Society in good standing.

6.6.2 To stand for election as an Officer, a person must have been a member of the Society in good standing for not less than twelve (12) consecutive months immediately preceding the date of election.

6.7 Term and Re-election

- 6.7.1 The term of each Officer commences immediately following the Annual General Meeting at which they are elected and ends at the close of the first Annual General Meeting following the Annual General Meeting at which they were elected.
- 6.7.2 Any Officer other than the President may be re-elected and may serve consecutive terms.
- 6.7.3 The person serving as President may not be re-elected as President for the term that immediately follows the end of their term as President, but they may be elected to other Officer positions, or appointed to other positions or roles pursuant to Section 6.3, immediately following the end of their term as President, and may be elected as President again in future, provided that a different person has, in the interim, served as President.

6.8 Filling Vacancies

- 6.8.1 Subject to Section 6.9, if, for any reason, there is a vacancy in an Officer position, the remaining Directors shall appoint a member who meets the requirements set out in Sections 6.6.1 and 6.6.2 to fill the vacancy.
- 6.8.2 A person appointed to fill a vacancy in accordance with Section 6.8.1 shall hold the position for the unexpired term of that person's predecessor.

6.9 Vacancy in the Office of President

- 6.9.1 If, for any reason, there is a vacancy in the office of President, the Vice President shall:
- (a) assume the position of President and hold that position for the unexpired term of the preceding President, and
 - (b) upon assuming the role of President, cease to be Vice President.
- 6.9.2 A vacancy in the office of Vice President resulting from Section 6.9.1 shall be filled in accordance with Section 6.8.1.

6.10 Removal of Officers

- 6.10.1 Any Officer may be removed before the end of the Officer's term:
- (a) by a vote of the members present at a Meeting of the Members, or
 - (b) if there is reason to believe that the Officer has engaged in misconduct or wilful neglect to the detriment of the Society, by the unanimous vote of all

other Directors, which vote shall, for greater certainty, exclude the Director who is subject to the vote of removal as an Officer.

- 6.10.2 At a Meeting of the Members at which an Officer is removed pursuant to Section 6.10.1(a), the members present may, in accordance with these Bylaws, elect a person to fill the Officer position for the unexpired term of the person removed from office, failing which the vacancy shall be filled in accordance with Section 6.8.1.
- 6.10.3 A vacancy in an Officer position arising pursuant to Section 6.10.1(b) shall be filled in accordance with Section 6.8.1.
- 6.10.4 If a person serving as an Officer ceases to be eligible under Section 6.6.1, the Board may remove that person from office and fill the vacancy in accordance with Section 6.8.1.

6.11 Transition

Subject to earlier removal in accordance with Section 6.10, the individuals that hold the Officer positions identified in Section 6.2 at the time that these Bylaws come into effect shall hold those Officer positions for the purposes of these Bylaws until those Officer positions are filled, in accordance with these Bylaws, at the first Annual General Meeting after these Bylaws have come into effect.

PART 7 - ROLES OF OFFICERS

7.1 President

The President shall:

- (a) supervise and manage the affairs of the Society, and
- (b) perform all duties and exercise all powers assigned to the President in these Bylaws or by the Board.

7.2 Vice President

The Vice President shall:

- (a) during the absence or incapacity of the President, perform all duties, and exercise the powers of, the President, unless the Board provides otherwise, and
- (b) perform all duties and exercise all powers assigned to the Vice President in these Bylaws or by the Board.

7.3 Secretary

The Secretary shall:

- (a) attend Board Meetings and Meetings of the Members,
- (b) prepare, record and have custody of the minutes of proceedings of Board Meetings and Meetings of the Members and, if applicable, have custody of the minutes of proceedings of committee meetings,
- (c) deliver communications or information to the membership, or a portion thereof, in accordance with directions of the Board, and
- (d) perform all duties and exercise all powers assigned to the Secretary in these Bylaws or by the Board.

7.4 Treasurer

The Treasurer shall:

- (a) receive all funds paid to the Society and ensure that all such funds are promptly deposited in the name, and to the credit of, the Society in a Canadian bank account designated from time to time by the Board,
- (b) properly account for the funds of the Society and keep records of the same, including, without limitation, records of funds received and expended, and present such records to the Board upon request,
- (c) ensure that an audited financial statement, prepared in accordance with these Bylaws, is presented at the Annual General Meeting, and
- (d) perform all duties and exercise all powers assigned to the Treasurer in these Bylaws or by the Board.

7.5 Registrar

The Registrar shall:

- (a) keep, or cause to be kept, a register of the members in accordance with the Act, and
- (b) perform all duties and exercise all powers assigned to the Registrar in these Bylaws or by the Board.

7.6 Program Coordinator

7.6.1 The Program Coordinator shall:

- (a) organize, or supervise and oversee the organization of, events and activities hosted by the Society, and
- (b) perform all duties and exercise all powers assigned to the Program Coordinator in these Bylaws or by the Board.

PART 8 - BOARD MEETINGS

8.1 Board Meetings

8.1.1 Board Meetings shall be held as often as may be required, but not less than once per year.

8.1.2 Board Meetings may be called by the President in the President's discretion.

8.1.3 The President shall call a Board Meeting within a reasonable period of time following receipt of a written request from two (2) or more Directors.

8.1.4 The President shall set the date and time of Board Meetings.

8.2 Notice of Board Meetings

8.2.1 Notice of the date, time and, if applicable, place of Board Meetings shall be sent to each Director by email, text message or other similar means of electronic communication not less than five (5) days before the meeting date.

8.2.2 A Director may waive notice of a Board Meeting.

8.2.3 A Director who is present at a Board Meeting is deemed to have received notice of that meeting.

8.2.4 Notwithstanding Section 8.2.1, a Board Meeting may be held at any time without formal notice if all Directors are either present or have waived notice of the meeting.

8.3 Board Meeting Chair

8.3.1 The President Chairs every Board Meeting.

8.3.2 If the President is absent from a Board Meeting, the Vice President will Chair the meeting.

8.3.3 If both the President and Vice President are absent from a Board Meeting, the Chair will be selected by a vote of the Directors present.

8.3.4 The Chair presides over Board Meetings and decides questions of procedure at such meetings.

8.4 Quorum at Board Meetings

8.4.1 The quorum for a Board Meeting shall be three (3) Directors.

8.4.2 If a quorum is not present within fifteen (15) minutes of the start time of a Board Meeting, the Chair shall end the meeting and no business shall be transacted.

8.5 Persons Entitled to be Present at Board Meetings

8.5.1 Subject to Sections 8.5.2 and 8.5.3, the following persons may be present at a Board Meeting:

- (a) the Directors,
- (b) persons who have been appointed by the Board to a role or position at the Society that has been defined, by the Board, to require or permit attendance at Board Meetings, and
- (c) other persons who have been invited to attend by the Board or a Director.

8.5.2 Whether and to what extent a non-Director attendee at a Board Meeting may make representations to the Board, engage in discussion, or otherwise participate in the Board Meeting is in the discretion of the Board.

8.5.3 Any non-Director attendee at a Board Meeting may be required to leave the meeting, or a portion thereof, by the Chair or Board.

8.6 Attendance at Board Meetings

8.6.1 A Director may attend and vote at a Board Meeting by electronic means.

8.6.2 The Board may adopt or establish Rules governing the manner of, and procedure for, electronic attendance at Board Meetings.

8.6.3 A Director who attends a Board Meeting by electronic means is deemed to be present at that meeting.

8.7 Voting at Board Meetings

8.7.1 Only Directors may vote at a Board Meeting and each Director shall have one (1) vote.

- 8.7.2 At a Board Meeting, each question, motion or matter that is put to a vote shall be decided by a majority of the votes cast by the Directors present.
- 8.7.3 No Director, including the President, has a second vote or a tie breaking vote.
- 8.7.4 In the event of a tie vote, the question, motion or matter being voted on is defeated.

PART 9 - COMMITTEES

9.1 Committees

- 9.1.1 The Board may establish committees to facilitate the business of the Society and may dissolve committees that have been previously established.
- 9.1.2 The purpose, mandate, duties and powers of a committee are determined by the Board.

9.2 Committee Members

- 9.2.1 The members of a committee shall be appointed by the Board, and the Board may add and remove members from any committee.
- 9.2.2 Only Directors, Officers, and members in good standing may serve on committees.

9.3 Committee Meetings

- 9.3.1 The Board may adopt or establish Rules for calling and conducting committee meetings.
- 9.3.2 Committee meetings shall be chaired by the committee member that the Board has designated and, if no Chair has been designated, or the designated Chair is absent, by the committee member that has been selected by a majority vote of those committee members present.
- 9.3.3 Subject to Section 9.3.1, the Chair presides over committee meetings and decides questions of procedure at such meetings.
- 9.3.4 The quorum for a committee meeting shall be a majority of the members of the committee, unless the Board has provided otherwise.
- 9.3.5 If a quorum is not present within fifteen (15) minutes of the start time of a committee meeting, the Chair shall end the meeting and no business shall be transacted.
- 9.3.6 Unless Rules adopted under Section 9.3.1 provide otherwise, at a committee meeting:
 - (a) each committee member shall have one (1) vote,

- (b) each question, motion or matter that is put to a vote shall be decided by a majority of the votes cast by the committee members present,
- (c) no committee member has a second vote or a tie breaking vote, and
- (d) in the event of a tie vote, the question, motion or matter being voted on is defeated.

PART 10 - FINANCE AND OTHER MANAGEMENT MATTERS

10.1 Fiscal Year

The fiscal year of the Society shall end on the 31st day of August in each year.

10.2 Seal

10.2.1 The seal of the Society shall be in a form approved by the Board.

10.2.2 The Treasurer has custody of the Society's seal.

10.2.3 In the absence or incapacity of the Treasurer, the Treasurer's duties as custodian of the Society's seal shall be fulfilled by an Officer designated by the Board.

10.2.4 A person who is authorized, pursuant to these Bylaws, to sign a contract or document on behalf of the Society may obtain the Society's corporate seal from the Treasurer, affix the seal to the contract or document that they are signing on behalf of the Society and then return the seal to the custody of the Treasurer.

10.3 Signing Cheques

10.3.1 The Board shall, from time to time, designate two or more persons who shall have authority to sign cheques drawn on the funds of the Society.

10.3.2 All cheques drawn on the funds of the Society must be signed by the person or persons designated by the Board pursuant to Section 10.3.1.

10.3.3 For greater certainty, cheques drawn on the funds of the Society may be signed by any one person designated under Section 10.3.1, unless the Board designation in question requires signing by more than one designated person, in which case, the cheque must be signed by the number of persons designated by the Board.

10.4 Other Payment Methods

- 10.4.1 A person who is authorized to sign cheques under Section 10.3 may utilize an alternate payment method, if the alternate payment method has been previously approved by the Board or is authorized in applicable Rules established by the Board.
- 10.4.2 If the relevant Board designation under Section 10.3.1 requires cheques to be signed by more than one designated person, a payment by an alternate method under Section 10.4.1 may be made by any one of those designated persons following prior written approval of the payment by all other designated persons who would be required to sign if payment were being made by cheque.

10.5 Payment Notification

A person who has made any payment from the funds of the Society shall forthwith provide both the President and Treasurer with written notification of the payment and documentation and/or an electronic record, as applicable, evidencing the payment.

10.6 Signing Contracts and Other Documents

- 10.6.1 The Board shall, from time to time, designate one or more persons who shall have authority to sign contracts or documents on behalf of the Society.
- 10.6.2 All contracts or documents requiring the signature of the Society must be signed by the person or persons designated by the Board pursuant to Section 10.6.1.
- 10.6.3 For greater certainty, contracts or documents requiring the signature of the Society may be signed by any one person designated under Section 10.6.1, unless the Board designation in question requires signing by more than one designated person, in which case, the contract or document must be signed by the number of persons designated by the Board.

10.7 Records and Auditing

- 10.7.1 The Officers of the Society shall keep books and records as required by the provisions of these Bylaws.
- 10.7.2 The Board shall keep, or cause to be kept, such other pertinent books and records as it considers necessary or beneficial for the proper management of the Society and compliance with the Act.
- 10.7.3 Financial statements of the Society that have been approved by the Board shall be audited annually by a duly qualified accountant appointed by the Board, or by two members of the Society appointed by the Board for that purpose, and these audited financial statements, signed by the auditor or auditors, shall be presented at the Annual General Meeting.

10.7.4 Subject to the Act, members of the Society shall not have a right to inspect copies of the books and records of the Society in-person at a physical location, unless the Board directs otherwise. Rather, subject to applicable laws, books and records of the Society will be made available to members for inspection by electronic means, either by posting on the Society's official website or by sending electronic copies of books and records to a member by email upon receipt of a request.

10.7.5 All Directors and Officers shall have access to the books and records of the Society.

10.8 Borrowing Powers

The Society shall not borrow money in any manner unless the borrowing in question has first been approved by a vote of the members at a Meeting of the Members, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

10.9 Remuneration and Reimbursement

10.9.1 Unless authorized by a vote at a Meeting of the Members, no member, Director, Officer, committee member, or member appointed to a role or position under Section 6.3 shall receive remuneration for his or her services to the Society, but where a member, Director, Officer, committee member, or member appointed to a role or position under Section 6.3 has been authorized by the Board to incur an expense on behalf of the Society or in connection with the operation of the Society, that person shall be reimbursed by the Society, subject to Section 10.9.2.

10.9.2 The Board may adopt or establish Rules governing the reimbursement of expenses under Section 10.9.1.

10.10 Protection of Directors and Officers

No Director, Officer, committee member, or member appointed to a role or position under Section 6.3 is liable for the acts or omissions of any other person or entity, for any loss or damage arising from the bankruptcy, insolvency or wrongful act of any person or entity dealing with the Society, or for any other loss or damage which may happen in, or in relation to, the exercise of the duties of his or her office unless it has happened by or through his or her own fraud, dishonesty or wilful neglect.

PART 11 - BYLAWS

11.1 Bylaws

The Bylaws may be rescinded, altered or added to by Special Resolution.

A Special Resolution to repeal all prior, existing bylaws of the Society, and to adopt these Bylaws to replace them, has been passed at a meeting of The Geotechnical Society of Edmonton duly held at the City of Edmonton, in the Province of Alberta on the 16th day of May, 2024.

Signature: _____
Name: _____
Position: _____

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