

Mystery Writers Ink Society

By-laws

originally ratified on May 16, 2002, revised on September 15, 2004

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Mystery Writers Ink Society

By-Laws

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1.00 MEMBERSHIP

1.01 Eligibility

The Society shall be open to any writer with an emphasis on mystery fiction.

1.02 Levels of membership

The organization shall have two levels of membership, being a full membership and an associate membership.

1.03 Full membership

To be a full member, the writer shall

(1) pay the full membership fee, and

(2) submit 45 pages of their own writing to the Membership Chair. This writing may be an excerpt from a novel (completed or in progress), collected short stories or collected articles.

Full membership begins at the next meeting after the writing submission has been received.

Writing submissions for membership requirements shall not be judged in any way, and will be used only to assess the needs and program requirements of new members.

Full members shall have voting rights as defined in Part 5.00 of these by-laws, and may hold elected positions providing they meet the requirements set out in Part 2.00 of the these by-laws.

If the writing submission is made by a writing team, all members of the team shall be considered full members. Each member of a writing team shall pay full membership dues.

1.04 Associate membership

To be an Associate Member, the writer shall pay an associate membership fee, and need not make the writing submission. An associate member may enjoy the benefits of belonging to the Society but shall not have voting privileges or be eligible to serve as an elected officer.

1.05 New members

New members shall be accepted into the Society at any time during the Membership year.

Previous members, either full or associate, may rejoin at any time by paying the membership fee for their appropriate category. Previous full members need not resubmit the writing requirement.

1.06 Membership year

The membership year runs from September 1 to August 31. Membership fees are due on September 1.

Fees must be received by Oct 31 of the same year or membership shall lapse on that date.

1.07 Membership fees

Membership fees shall be set at the Annual General Meeting.

1.08 Membership Register

The Society shall keep a register of the members containing full name, residential address, date on which the person is admitted as a member, date on which the person ceases to be a member and class of membership. The membership date of a member shall be the original date the member joined the Society either as a full member or as an associate member.

The membership list is confidential and shall be made available to the membership for the sole purpose of networking among members for writing related activities. Any other use is prohibited.

1.09 Withdrawal of Members

A member may withdraw from the Society at any time, by notice in writing to the Board through its Secretary. No fees shall be refunded.

1.10 Expulsion of Members

Any member may be expelled from membership for any cause which the Society may deem reasonable by vote at a general meeting.

A member to be expelled shall be given at least ten (10) days notice. At the meeting, the member shall have the opportunity to speak on their own behalf or submit a statement in writing.

Any member expelled from the Society shall not again be accepted as a member, unless the Board is satisfied that the reasons for which the expulsion was required no longer exist.

2.00 BOARD OF DIRECTORS

2.01 Definition

The Board of Directors is referred to in these by-laws as “Board” or “Board of Directors”.

2.02 Governing Structure

The Society shall be governed by its members through a Board of Directors elected at the Annual General Meeting.

The Board shall have a minimum of five (5) and a maximum of nine (9) directors.

The Officers of the Society shall be President, Vice President, Secretary, Treasurer and Membership Chair.

The Officers shall be selected from the Board by the Directors at their first meeting following the Annual General Meeting. The date of the first meeting of the Board shall be set by the directors at the end of the Annual General Meeting.

2.03 Nominations

Nominations for Board positions shall be taken from the floor if no candidate is identified prior to the Annual General Meeting.

2.04 Eligibility

Any member who is eligible to vote and who has been a member for at least one (1) full year shall be eligible to hold a position on the Board.

A member running for the position of President must have served at least one prior year on the Board.

Members under 18 years of age may not hold office.

2.05 Term

Directors shall be elected at the Annual General Meeting for a term of one (1) year.

No member shall be a Director for more than four (4) consecutive years.

The Board may fill vacancies within the Board by appointment. Such Board appointments shall expire at the next Annual General Meeting, when the position shall be filled by election.

2.06 Authority

The Board shall have full management of the affairs of the Society and shall act on behalf of and in the best interests of the Society, subject to the by-laws and directions given to it by resolution at any general meeting.

2.07 Remuneration

No member of the Board shall receive any remuneration for services.

2.08 Removal of Directors

A Director may be removed from office by Special Resolution. At the meeting, the Director shall have the opportunity to speak on their own behalf or submit a statement in writing.

3.0 DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

3.01 President

The President shall, when present, preside at all meetings of the Society and of the Board. The President shall be ex-officio a member of all committees.

3.02 Vice President

The Vice-President shall act as President in the absence of the President.

3.03 Secretary

The Secretary shall attend all meetings of the Society and of the Board, and keep accurate minutes of the same. If the Secretary is absent, their duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of the correspondence of the Society and be under the direction of the Board. The Secretary shall send notices of the various meetings as required.

3.04 Treasurer

The Treasurer shall receive all money and dues paid to the Society and shall be responsible for their deposit in whatever Financial Institution the Board may decide.

The Treasurer shall properly account for the funds of the Society and keep such books as may be required for that purpose. They shall present a full account of receipts and disbursements to the Board whenever requested and shall prepare financial statements for submission to the Annual General Meeting.

3.05 Membership Chair

The Membership Chair shall maintain the Membership Register as set out in Part 1.00.

3.06 Representation

Only persons with approval of the Board may present themselves as representatives of the Society in any business capacity.

Contracts shall be signed by the President and one (1) other Director.

4.00 MEETINGS

4.01 Notice of Meetings

General Meetings, the Annual General Meeting or a Board of Directors Meeting shall be called by ten (10) days notice in writing.

A Special Meeting shall be called by twenty-one (21) days notice in writing.

A General Meeting or a Special Meeting shall be called by the Board at their discretion, or upon receipt of a petition setting forth the reasons for calling such meeting and signed by one-third of the voting members.

4.02 Annual General Meeting

The Society shall hold an Annual General Meeting on or before June 30th in each year.

4.03 General Meetings

General meetings shall be held no less than six (6) times per year.

4.04 Board of Directors Meetings

The Board shall meet a minimum of four (4) times per year. A Board meeting may be set by the Board, or by the President.

4.05 Quorum

A quorum for a General Meeting, the Annual General Meeting, or a Special Meeting shall consist of five (5) voting members or twenty percent (20%) of the voting membership, whichever is higher.

A quorum for a Board of Directors Meeting shall be three (3) members or one-half (1/2) of the Board, whichever is higher.

4.06 Rules of Order

Meetings of the Society and the Board shall be governed by Roberts Rules of Order.

5.00 VOTING

5.01 Eligibility

Any full member whose dues are paid shall have the right to vote at any meeting of the Society.

5.02 Proxy

There shall be no votes by proxy.

5.03 Closed Ballot

All by-law changes shall be by closed ballot. Elections to the Board shall be by closed ballot, and if there is only one nominee, they may be elected by acclamation.

5.04 Majority

All resolutions of the Society and the Board shall require a simple majority of members present at the meeting, unless otherwise specified in these by-laws.

5.05 Special Resolution

Special Resolution means a resolution passed at a general meeting

- (a) of which not less than twenty-one (21) days notice has been given, and
- (b) passed by a three-quarters (3/4) majority of the voting members present at the meeting,
or
- (c) passed as otherwise allowed in the Societies Act.

6.0 FINANCIAL

6.01 Financial Statements and Audits

All accounts relating to the Society shall be kept in the Society's name.

The books and records of the Treasurer shall be audited at least once each year by

(a) a qualified accountant, or

(b) by two members of the Society elected for that purpose at the Annual General Meeting.

At the Annual General Meeting, the Board shall present a financial statement, stating all income, disbursements, assets and liabilities of the Society for the previous year, signed by the auditor.

6.02 Operating Budget

The outgoing Board shall present a proposed operating budget for approval at the Annual General Meeting. An incoming Board may adjust the operating budget, provided that the new operating budget is approved at the next general meeting.

6.03 Limits of Spending

An expenditure of up to \$100 may be authorized by the President, unless prohibited by that Board during its term. The President shall report the expenditure at the next Board meeting.

An expenditure up to \$500 per item may be authorized by approval of the Board.

An expenditure of over \$500 per item shall require approval at a general meeting.

An ongoing expenditure, once approved, need not be re-approved for each expenditure providing that the originally approved parameters do not change.

6.04 Allocations

To establish a financial base for future projects, the Society may set aside money over and above the annual operating budget.

This money shall be deemed to be Special Project capital, and its purpose shall be designated and approved at a general meeting. This money shall be used only for the designated purpose, unless a change is approved at a general meeting.

6.05 Signing officers

All cheques drawn on the Society's bank account shall be signed by two (2) Directors, which shall include the Treasurer and any one of the President, Vice President or Secretary.

6.06 Borrowing Powers

The Society may exercise its borrowing powers only by Special Resolution.

7.00 GENERAL

7.01 Method of Notice

All notices required to be given by these by-laws shall be mailed to the last known address of a member, or sent to the last known fax or last known E-mail of a member.

7.02 Amendments to By-laws

The by-laws may be amended only by Special Resolution.

The notice of the meeting shall set out the wording of the proposed by-law amendment.

7.03 Corporate Seal

There shall be no seal.

7.04 Inspection of Records

A Director shall at all times have access to the books and records of the Society.

Upon receipt of a written notice by any Director, the books and records of the Society may be inspected within ten (10) days by any member of the Society at a place and time mutually convenient to the member and the Director responsible for those records.

7.05 Dissolution and Distribution of Assets

If the Society is dissolved, its net assets shall be distributed to one or more organizations in Alberta with similar objects.