

Bylaws of Saskatoon TechWorks Inc

Definitions and Interpretation

In these bylaws:

1. "Act" means the Non-Profit Corporations Act, 1995;
2. "TechWorks" or "Corporation" means the corporation constituted in accordance with the Act, and registered under the name "Saskatoon TechWorks Inc.";
3. "Bylaws" means these bylaws of TechWorks
4. "Annual Meeting", "Annual General Meeting" or "AGM" means an annual general meeting of TechWorks;
5. "Special General Meeting" or "SGM" means a meeting of TechWorks called for a Special Resolution outside of the Annual General Meeting;
6. "General Meeting" means a meeting of TechWorks other than the Annual Meeting or Special General Meeting;
7. "Member" means a registered member of TechWorks;
8. "Board" means the board of directors of TechWorks;
9. "Director" is any member who has been elected or appointed to the board;
10. "Resolution" means a motion that is:
 1. passed at a properly convened meeting of TechWorks by a majority of the votes cast by persons who:
 1. vote with respect to the resolution; and
 2. are entitled to exercise the powers of voting conferred by the Act or bylaws of TechWorks;
11. "Special Resolution" means a resolution that is:
 1. passed at a properly convened Special General Meeting or Annual General Meeting of TechWorks by not less than two-thirds of the votes cast by persons who:
 1. vote with respect to the resolution; and
 2. are entitled to exercise the powers of voting conferred by the Act or Bylaws of TechWorks; or
 2. approved by the signature on the resolution of the majority of all the persons who are entitled to exercise the power of voting conferred by the Act or the bylaws of TechWorks
12. "Policies" means the policies of TechWorks, as determined by Resolution or Special Resolution
13. "Member in Good Standing" is a Member who:
 1. is not in arrears
14. "Register of Members" means the register maintained by the Board of Directors containing the names of the Members of TechWorks and their Member Status.
15. "The Space" is the workshop and facilities provided by Techworks to the membership which may contain equipment, materials and storage.
16. "Guest" is a non-member who is invited by a Member into the Space
17. The rights and obligations given or imposed on TechWorks or its members are in addition to any rights or obligations given or imposed on TechWorks or the its members pursuant to the Act;
18. If there is any conflict between these bylaws and the Act, the Act prevails.

Membership

New Members

1. To apply for Membership, an individual must:
 1. Reside in Saskatchewan, and be the full age of 18 years; and
 2. Apply using the official "Application for Membership" to the Board of Directors, or the Membership Committee if one has been established; and
 3. Complete and submit the "Member Liability Waiver".
2. An individual shall become a Member upon:
 1. Meeting the requirements; and
 2. Approval of the Membership Committee; and
 3. Paying the Application Fee, if any; and
 4. Paying the first month Membership Dues.
3. Upon meeting these requirements, the individual will be entered as a Member in the Register of Members.

Membership Committee

1. If established, the Membership Committee shall consist of at least three (3) Members in Good Standing, and no more than seven (7) Members in Good Standing, as voted by the membership at a general meeting or via Special Resolution.
2. Upon receipt of any application, all members of the Membership Committee will be sent a copy of the application. The Membership Committee then have seven (7) business days to approve or deny the application. If the application is rejected by any member of the committee, a two-thirds majority vote of committee members shall be required to approve the application.
3. If Application Fees and/or Membership Dues have been received from the applying member in advance and the application is denied, these amounts shall be returned in full within seven (7) business days.
4. Committee members may make their vote electronically via e-mail to the other members of the Membership Committee.
5. If a member of the Membership Committee becomes a member who is not in Good Standing, they may be replaced at the discretion of the Board and ratified at the next general meeting.
6. Any new member application accepted or rejected by the Membership Committee may be reviewed and overturned at the next regular meeting. A list of new members since the last regular meeting shall be provided by the Membership Committee.
7. If a Membership Committee has not been established, the Board of Directors shall act as a Membership Committee in accordance with the procedures until such time as a Membership Committee is established.
8. The Membership Committee may be dissolved at any point by a Resolution at any General Meeting. Membership decisions will then default to the Board until such time as another Membership Committee is established.

Rights and Privileges

1. Any Member in good standing is entitled to:
 1. One (1) vote at a meeting of the Corporation.
 2. Access The Space, in accordance with any procedures and conditions of their membership as defined in the Policies and in these Bylaws; and
 3. Access any electronic resources made available to TechWorks Members via the Internet or other electronic means; and
 4. Receive notice of meetings of the Corporation; and
 5. Attend any meeting of the Corporation; and
 6. Speak at any meeting of the Corporation; and
 7. Bring one Guest to the Space; and
 8. Exercise other rights and privileges given to Members in these Bylaws and the Policies.
2. The Board may suspend the rights of a member, excluding the right to vote, without notice and with cause for a duration no longer than seven (7) days.

Responsibilities and Expectations

1. Application Fees, if any, and Membership Dues, if any, for TechWorks:
 1. May be altered by Special Resolution.
2. Application Fees, if any, shall be due at the time of application.
3. Membership Dues, if any, shall be due from each member, each month, on the same day of the month that their membership was granted. Membership Dues may be paid in advance if agreed to by the member and TechWorks.
4. Members will be notified a minimum of one (1) calendar month in advance of changes to the Membership Dues.
5. All fees and dues shall be considered non-refundable.
6. Members will be responsible for the safety of: themselves, other members, and any Guests present.
7. Members will be responsible for the general maintenance, upkeep, and cleanliness of any space the Corporation leases, rents, owns or maintains. Members are expected to contribute equitably to this process as outlined in the Equipment Maintenance Policy.
8. Members are not to unilaterally alter any permanent physical structure of the Space, including but not limited to placement of windows, doors, and other physical features, except with the express permission of the Board.
9. Members may volunteer for specific tasks and are expected to perform said duties.
10. Members will be responsible for all intentional or incidental damages to other members' or TechWorks property. If the responsibility for or extent of damages is argued by any other member, a two-thirds (2/3) majority vote will be made at the next General or Special General meeting to assign the damages, extent and responsibility.
11. (Removed)
12. All Members are required to agree to the current Policies.
 1. A member may remove their agreement to the Policies at any time by submitting notice in writing to the Board. This removal will be considered the member's resignation from membership of the Corporation.

Terminating Membership

1. Decision to Terminate Membership
 1. Any member may be subject to disciplinary action for cause. Such action shall not be undertaken before the Member is informed as outlined in this section.
 2. The Board, at a board meeting, may Terminate a Member's membership for the following causes:
 1. If the Member has failed to abide by the Bylaws or Policies;
 2. If the Member is judged by the Board to have disrupted events, meetings, or functions of the Corporation through inappropriate behavior, fighting, or other means; or
 3. If the member has done, or through willful inaction caused, anything judged by the Board to be harmful to the Corporation; or
 4. If the member has failed to pay fees.
3. Notice to the Member
 1. The offending Member will receive written notice of the Board's intention to examine that Member's status in the Corporation. The Member will receive at least a seven (7) days notice before the board meeting.
 2. The notice will be sent by single registered mail or electronic mail to the last known address of the offending Member shown in the records of the Corporation. The notice may also be delivered by a Director.
 3. The notice will state the reasons why termination is being considered.
 4. Neither failure of the Board to provide this notice nor failure of the offending Member to receive said notice shall invalidate the process.
4. Decision of the Board
 1. The offending Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the offending Member.
 2. The Board will determine how the matter will be dealt with, and may limit the time given the offending Member to address the Board.
 3. The Board may exclude the offending Member from discussion of the matter following the Member's privilege to address the Board, including the deciding vote.
5. Appeal
 1. The offending Member will be given the opportunity to appeal the decision of the Board.
 2. The Member must provide written notice of appeal within seven (7) days of the decision to terminate the membership.
 3. Upon receipt of the appeal the Board will present the decision to the membership at the next general meeting
 4. The offending member will have the opportunity to appear before the membership to address the matter
 5. The membership will then vote to uphold or repeal the decision of the board
6. Termination
 1. Termination shall become effective upon:
 1. Failure to give notice of appeal within seven (7) days
 2. Resolution by the membership to uphold the decision of the board

2. Upon the termination becoming effective the Member's name shall be removed from the Register of Members
2. In Arrears
 1. If any member is in arrears for fees or assessments for any month, at the expiration of two (2) months from the end of said month that member shall lose all rights until their outstanding balance is paid in full, unless overturned by the board during a board meeting.
3. Resignation
 1. Any Member may resign from the Corporation by sending or delivering a written notice to a Director.
 2. Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.
4. Death
 1. The membership of a Member is ended upon their death.

Transference of Rights and Liabilities

1. No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Corporation.
2. Although a Member ceases to be a Member, by death, resignation, or otherwise, they remain liable for any debts owing to the Corporation at the date of ceasing to be a Member.
3. No member is, in their individual capacity, liable for any debt or liability of the Corporation.

Board of Directors

Purpose and Duties

1. The legislative, administrative, and executive body of TechWorks shall be called the Board of Directors. The Board governs and manages the affairs of the Corporation. 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 Corporation.
2. The Board has the powers of the Corporation, except as stated in the Act.
3. The powers and duties of the Board include:
 1. Promoting the objects of the Corporation and the spirit and traditions of TechWorks;
 2. Promoting membership in the Corporation;
 3. Maintaining financial records of all assets, liabilities and equity of the Corporation;
 4. Submitting an annual report consisting of an annual budget for the Corporation;
 5. Ensuring all expenses for operating and managing the Corporation are paid;
 6. Collecting fees and dues from Members on behalf of the Corporation, for immediate transfer to the Board Member acting as Treasurer;
 7. Ensuring persons are paid for services and protecting persons from debts of the Corporation;
 8. Investing any extra monies;

9. Financing the operations of the Corporation, and borrowing or raising monies;
10. Appointing legal counsel as necessary;
11. Setting policies, rules and regulations for operating the Corporation and using its facilities and assets; and
12. Selling, disposing of, or mortgaging any or all of the property of the Corporation as necessary.

Composition

1. The board is to consist of not less than three and not more than seven individuals.
2. An individual shall not be part of the board unless that individual is a Member in Good Standing of the Corporation.

Election

1. The term of a Director is, under normal circumstances, expected to expire at the conclusion of the next Annual General Meeting of the Corporation, during which all Directors must be re-elected.
2. At any election of directors, each Member in Good Standing may vote for the same number of nominees as there are vacancies to be filled on the board.
3. The Board shall nominate a person who is not running for a position on the Board to act as Returning Officer.
4. Nominations shall be open for a minimum of seven (7) days, and the election shall take place a minimum of seven (7) days after the closing of nominations.
5. Nominations shall consist of a written or electronic nomination submitted to the Returning Officer, by the candidate, and must include the candidate's name and the written or electronic signatures of a supporting Member in Good Standing.
6. Elections shall be by secret ballot, except where secret ballot is waived by the Member casting the vote.
7. Various voting methods available to the Members, including but not limited to electronic means, shall be determined on a per-election basis by the Board and announced no less than three (3) days in advance of the election.
8. TechWorks is under no obligation neither expressed nor implied to provide alternative voting methods for any election unless previously announced to be available for that election. The Board of Directors reserves the right to cancel planned alternative voting methods if more than three (3) days notice is presented.
9. Reasonable lack of access by any member to alternative voting methods shall not invalidate the results of an election.
10. All parties recognize that use of some alternative voting methods may implicitly waive the Member's right to secret ballot due to technical restrictions.

Resignation, Death, or Removal

1. Any Director may resign from office by giving notice in writing. The resignation takes effect on the date given in written notice, or at submission if no date is given.
2. A Director may be removed by a Special Resolution of the Membership.

3. If a position is vacated, an election shall be held within sixty (60) calendar days of the vacancy. The Board may appoint a Member in Good Standing to serve as a replacement in this interim.

Operation of the Board of Directors

1. The Board shall meet a minimum of every three (3) months.
2. Except as otherwise defined in these Bylaws, the Board shall meet as often as may be required in carrying out its duties and responsibilities.
3. The Board may set regulations governing the calling of its meetings (notice, date, time, and place), the conduct of business there at, and generally as to the conduct of its affairs. These will be documented in the Policies.
4. The Chairperson shall call the meetings. The Chairperson also calls a meeting if any two Board members make such a request, in writing, or via electronic means, or while having the floor at a general meeting or Board meeting, and state the business for the meeting.
5. Ten (10) days' notice for regular Board meetings shall be provided to each Director. As much notice as is possible shall be given for unscheduled or urgent meetings.
6. Board Meetings may be held without notice if a quorum of the Board is present, provided that any business transactions at such a meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
7. A quorum of the Board is two where the board consists of four or less directors, three where it consists of five or six directors and four where it consists of seven directors.
8. If there is no quorum, the Chairperson may adjourn the meeting and schedule another meeting within one (1) month's time. If urgent matters requiring quorum have been tabled as a result, the Directors present at this later meeting shall constitute quorum regardless of their number.
9. Each Board member has one vote. The Chairperson shall not exercise their vote unless needed to break a tie.
10. Meetings of the Board are open to Members of the Corporation, but only Board Members may vote. A majority vote of the Board may ask any other Member or other persons to leave.
11. All Directors may agree to and sign a resolution at any time. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting for the resolution in this case. The date on the resolution is the date it is passed.
12. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
13. A Board member may waive formal notice of a meeting.

Signing Authority

1. The board shall prescribe, by resolution:
 1. those directors or other persons who are authorized to sign cheques, drafts, instruments and documents; and
 2. the manner if any, in which those cheques, drafts, instruments or other documents are to be signed.

Officers

1. At the first meeting of the directors held after any meeting of the Corporation at which any of them were elected, the board shall designate from the directors a Chairperson, Vice-Chairperson, Secretary and Treasurer of TechWorks.
2. A single director may be designated to fill multiple offices of Chairperson, Vice-Chairperson, Secretary and Treasurer.
3. In addition to those duties assigned to the officers by the board, the Chairperson or, in the event of her or his absence or disability, the Vice-Chairperson, shall act as Chairperson of the meeting of the board.
4. Where the Chairperson or Vice-Chairperson is not available, the board shall elect a Chairperson for the meeting.
5. If a person ceases to be an officer of the Corporation, the board shall designate a Member to fill that office for the remainder of the term.
6. All officers of the Corporation shall act honestly and in good faith and with a view to the best interest of TechWorks, and each Director shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
7. The Secretary or, in the event of her or his absence or disability, another member of the board designated by the board shall be responsible for:
 1. recording and maintaining all the minutes of meetings of the board;
 2. all the correspondence of the Corporation; and
 3. carrying out her or his duties under the direction of the Chairperson and the board.
8. The Treasurer or, in the event of her or his absence or disability, another member of the board designated by the board shall be responsible for:
 1. receiving all money paid to the Corporation and depositing that money as the board may direct;
 2. properly accounting for the funds of the Corporation and keeping those books as the board directs;
 3. presenting to the board when directed to do so by the board, a full detailed account of receipts and disbursements of the Corporation; and
 4. preparing for submission at least seven (7) days prior to the annual meeting:
 1. a budget for the forthcoming fiscal year of the Corporation; and
 2. the financial statement for the most recently completed fiscal year of the Corporation.
9. The board may:
 1. employ on behalf of the Corporation any agents and employees it considers necessary to control, manage and administer the real and personal property of TechWorks, and they may authorize those persons to exercise the powers and carry out the duties of the Corporation; and
 2. subject to any restriction imposed on it or direction given to it at a general meeting, delegate to any of its members or to other persons any or all of its powers and duties as it thinks fit, and may at any time revoke that delegation;
 3. reimburse directors and members for any out-of-pocket expenses incurred when conducting business on behalf of TechWorks.

Meetings of the Corporation

Annual General Meeting

1. TechWorks holds its Annual General Meeting on or before May 1 in each year in Saskatoon, Saskatchewan. The Board sets the place, day, and time of the meeting.
2. The Secretary mails or delivers a notice to each Member at least twenty-one (21) days before the AGM. This notice states the place, date, and time of the AGM and any business requiring a Special Resolution.
3. Agenda for the Meeting
 1. The Annual General Meeting shall deal with the following matters:
 1. Considering the Chairperson's report;
 2. Reviewing the financial statements setting out TechWorks' income, disbursements, assets, and liabilities and the auditor's report;
 3. Election of Board members for the coming year; and
 4. Considering matters specified in the meeting notice.

Special General Meeting

1. A Special General Meeting may be called at any time:
 1. By a resolution of the Board to that effect; or
 2. On the written or electronic request of at least three (3) Board members. The request must state the reason for the Special General Meeting and the motion(s) to be submitted at this Special General Meeting; or;
 3. On the written or electronic request of at least one-third of the Regular Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.
2. A Board Member mails or delivers a notice to each member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time, and purpose of the Special General Meeting.
3. A Special General Meeting must be called for in order to complete any of the following actions outside of the Annual General Meeting:
 1. Amending, rescinding or modifying the Bylaws;
 2. Electing Board of Directors members; and
 3. Exercising borrowing powers.
4. Intent to undertake these actions must be declared in the notice of the Special General Meeting.
5. Specific details, including but not limited to exact wording of Bylaw amendments, list of nominees for Board positions, etc. may not be available at the time this notice is made and are thus not expressly required to be included in it. Omission of such details does not invalidate the proceedings.
6. If specific details are not already specified in the initial meeting notice, these details must be provided to the membership no fewer than seven (7) days prior to the meeting.

General Meetings

1. Meetings of the Corporation may be called at any time by the Board by notice in writing to the last known address of each member, delivered in the mail or e-mail, seven (7) days prior to the date of such meeting.
2. General Meetings, but not Special General Meetings and Annual General Meetings, may also be called by public announcement, such as by posting on the public website of the Corporation for no less than seven (7) days.
3. Meetings will be held at a minimum of once per three (3) calendar months.
4. Ten (10) Members, or one-half of Members, whichever is lesser, in good standing shall constitute a quorum for all Regular, Special, and Annual General Meetings.
5. The ultimate authority for conducting any meeting of TechWorks and all its committees shall be an unabridged edition of Robert's Rules of Order. Routine matters of order may be guided by Parliamentary Procedures at a Glance by Garfield Jones. Should a conflict arise between the two sources, Robert's Rules of Order shall prevail.

Proceedings at General Meetings

1. General Meetings of the Corporation are open to all members. Non-members may be allowed to attend at the discretion of The Board. The meeting announcement shall state whether or not non-members may attend. In either case, a majority of the Members present may ask any persons who are not Members to leave.
2. Failure to reach Quorum
 1. The Chairperson may cancel the General Meeting if a quorum is not present within one half hour after the set time. If cancelled, the meeting shall be rescheduled no less than six (6) days from the cancelled meeting. If quorum is not present within one half hour after the set time of the next meeting, the meeting will proceed with the Members in attendance.

Presiding Officer

1. The Chairperson chairs every General Meeting of TechWorks. The Vice-Chairperson chairs in the absence of the Chairperson.
2. If neither the Chairperson nor Vice-Chairperson is present within one half hour after the set time for the General Meeting, the Members present choose one of the Members to chair.
3. The Chairperson may appoint an external Chairperson for the Meeting pending approval by the Board.

Adjournment

1. The Chairperson may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.
2. No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.
3. TechWorks must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

Voting

1. Each Voting Member has one vote.
2. No member shall cast a vote for another member.
3. Acceptable voting methods shall include, but are not limited to, the following:
 1. A show of hands by Members present at the meeting, except for elections or by request of those members in attendance.
 2. Submission in writing of the vote with respect to the stated resolution. This may be submitted in advance by the Member in the case that they are not able to attend the meeting.
4. Various alternative voting methods available to the Members, including but not limited to electronic means, shall be determined on a per-vote basis by the Board and announced no less than three (3) days in advance of the vote.
5. If the vote is not scheduled in advance, arising instead naturally from proceedings at a meeting, the vote shall proceed, assuming quorum. Notice of such a vote in order for absent members to cast absentee votes, electronic or otherwise, is at the discretion of those in attendance, and failure to do so shall not invalidate the vote. This does not apply to issues that must be decided by Special Resolution.
6. In case of a deadlock, the vote shall be requested a second time. If the second vote also results in a deadlock, the Board will vote by Board majority to approve or deny the vote. If a minimum quorum of Board members is not available, the vote will be deferred until the next meeting.
7. A majority of the votes decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
8. The Chairperson declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.
9. A number of voting members consisting of at least half of quorum may request a ballot vote. In such case, the Chairperson or the presiding officer shall set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.
10. The Chairperson decides any dispute on any vote. The Chairperson decides in good faith and this decision is final.

Validity

1. No action taken at a General Meeting is invalid due to:
 1. accidental omission to give any notice to any Member;
 2. any Member not receiving any notice; or
 3. any error in any notice that does not affect the meaning.

Non-Profit Corporation

1. The Corporation is not organized for profit. No member or person from which TechWorks may receive any property or funds, shall receive or shall be lawfully entitled to receive, any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Corporation be paid as salary or compensation to, or

distributed to, or ensure to the benefit of any member. The foregoing however, shall not prevent or restrict the following:

1. Reasonable compensation may be paid to any member while acting as an agent employee of TechWorks for services rendered in effecting one or more of the purposes of the Corporation, and
2. Any member may be reimbursed for their actual reasonable expenses incurred in connection with the administration of the affairs of TechWorks.
3. Any member may be compensated for goods sold on consignment by TechWorks. Under no circumstance shall the compensation for the goods sold exceed the price for which TechWorks sold those goods.

Fiscal Year

1. The corporation shall use the end of the calendar month of February as Fiscal year end

Amendments and Dissolution

Amending the Bylaws

1. These Bylaws may be cancelled, altered, or added to by a Special Resolution at any Annual General or Special General Meeting of TechWorks.
2. Twenty one (21) days notice of intent to change the Bylaws must be given and details of proposed changes to the Bylaws must be released for review a minimum of seven (7) days before the vote.
3. The amended bylaws take effect after approval of the Special Resolution at the AGM or SGM.

Dissolving the Corporation

1. If the Corporation is dissolved, any funds or assets remaining after paying all debts are paid evenly among Members.

Policies and Procedures

1. Policies shall be ratified by a vote from the membership at a General Meeting, Special General Meeting or Annual General Meeting
2. Any modification of the Policies will be sent to all members by mail or electronic means within seven (7) days of said modifications.
3. Where there is a conflict between the Policies and Procedures and the Bylaws, the Bylaws shall prevail.