

Objects & Bylaws of the Saskatoon Writers' Coop

As revised March 2008

Application under Non-Profit Corporations Act of Saskatchewan defining the Objects of the Coop.

We, the undersigned, hereby declare that we desire to form a non-profit organization under the Non-Profit Corporations Act of Saskatchewan, and that,

1. The name of the organization is the SASKATOON WRITERS' COOP, hereinafter referred to as the "Coop."
2. The Saskatoon Writer's Coop exists to offer support and stimulation to the writers of Saskatoon and area. The Coop will achieve this objective by focusing on craft development and related business skills, by building community, and by fostering a sense of excitement about writers and writing.

DATED AT SASKATOON, SASKATCHEWAN this ____ day of _____,
A.D., 200__

Signed: _____

Witness: _____

Article I. Bylaws

SECTION 1 – DESCRIPTION

These Bylaws represent the structural, organizational and operational terms of reference which shall be used by the Coop in fulfilling its registered objectives.

SECTION 2 – AMENDMENTS

Registered objects and/or Bylaws may be altered, rescinded or added to, at the Board's discretion.

Article II. Boundaries

SECTION 1 – GEOGRAPHIC BOUNDARIES

The boundaries of the Coop shall be the city of Saskatoon, Saskatchewan and surrounding areas.

Article III. Membership

SECTION 1 – ELIGIBILITY

- i. A person is eligible for a voting membership upon payment of the membership fee designated by the Board of Directors at an annual membership meeting.
- ii. Memberships are available to any member of the public upon payment of the membership fee.
- iii. Individuals aged eighteen (18) years, or younger, are not eligible for a voting membership and shall not be permitted to enter into contracts signed by the Coop without written consent from their parent or guardian.
- iv. The Board may designate honorary members at its discretion, these persons to have the same rights as other members.

SECTION 2 – MEMBERSHIP FEES

The annual fee for membership into the Coop shall be determined by the Board of Directors at the annual membership meeting.

SECTION 3 – REGISTER OF MEMBERS

- i. The Coop shall keep a register of its members containing the names of the applicants for incorporation and the name of every other person who is admitted as a member of the Coop, together with the following particulars of each person:
 - a) The full name and residential address;
 - b) The date on which the person is admitted as a member;
 - c) The date on which the person ceases to be a member.

SECTION 4 – RESIGNATION OF MEMBERS

A member may withdraw from the membership by giving written notice of the intention to withdraw to a member of the Board of Directors, and the refunding of any monies or membership fees will be at the discretion of the Board of Directors.

SECTION 5 – SUSPENSIONS OF MEMBERS

- i. A member may be suspended from membership for causes deemed reasonable by three-quarters (3/4) affirmative vote of the Board of Directors.
- ii. Memberships must be renewed within sixty (60) days of expiry in order to remain in good standing.

Article IV. Governing Structure

SECTION 1 – STRUCTURE

The Coop shall be governed by its members through a Board of Directors. Any member in good standing shall be eligible to any office in the Coop.

SECTION 2 – NUMBER

The Board of Directors shall consist of a minimum of five (5) and a maximum of fifteen (15) members. This Board shall then elect five (5), but not limited to, Executive Officers of the Coop from the members of the Board of Directors. The remaining members of the Board of Directors shall be known as Directors at Large.

The Executive Officers of the Coop shall be the President, the Vice President, the Secretary, the Treasurer, and the Immediate Past President (if applicable).

SECTION 3 – TERM

The Board of Directors shall be elected at each annual General Meeting by the entire eligible membership to serve until the next annual General Meeting. The Board of Directors may from time to time by appointment fill any vacancy in its ranks, due to resignation or whatever, such appointment to expire at the next annual general meeting.

SECTION 4 – AUTHORITY

The Board of Directors will have vested authority to act on behalf of and in the best interests of the Coop and the Board of Directors shall be governed by the Coop Registered Bylaws. The Board of Directors may extend its authority only through amendments to the Registered Objects and/or Bylaws.

Internal rules governing the operation of the Coop may be established by a majority vote of the Board of Directors provided such rules do not exceed authority permitted by these Bylaws or the Non-Profit Corporations Act of Saskatchewan and amendments thereto, and are approved at the monthly Board of Directors' meetings.

SECTION 5 – REMUNERATION

The Directors of the Coop shall receive no remuneration for acting as such.

SECTION 6 – REMOVAL OF DIRECTORS

Any member of the Board of Directors may be relieved of his duties and authorities by a three-quarters (3/4) majority vote of the Board of Directors.

A Director who has been recommended for suspension shall be given notice at least two (2) weeks prior to a Board of Directors meeting, at which time the said member shall have the opportunity to be heard or to submit a statement in writing.

Article V. Duties and Responsibilities of the Board of Directors

SECTION 1 – PRESIDENT

The President is the Coop's Chief Executive Officer and is primary spokesperson of the Coop. He/she fulfills a coordinating role with the Coop's Board of Directors, committees, or any other group within the Coop. He/she is a member of all committees set up by the Coop.

SECTION 2 – VICE-PRESIDENT

The Vice-president will assist the President and perform the duties of the President in his/her absence. Also, the Vice-president will perform the duties of the Secretary in his/her absence.

SECTION 3 – SECRETARY

The Secretary is responsible for recording and maintaining the minutes of all Board of Directors' special and general meetings, documentation, pertinent Coop business, correspondence, and implementing "Due Notice" proceedings.

SECTION 4 – TREASURER

The Treasurer is responsible for all financial accounts, budgets, financial audit procedures and reporting the same to the Board members and those branches of government as may be required.

SECTION 5 – IMMEDIATE PAST PRESIDENT

The Immediate Past President will assist the Board of Directors in an advisory capacity and will be a voting member of the Board.

SECTION 6 – DIRECTORS AT LARGE

Directors at Large may be appointed to chair committees set up by the Board of Directors.

Article VI. Meetings

SECTION 1 – ANNUAL GENERAL MEETING

The Annual General Membership Meeting shall be held within fifteen (15) months of the previous Annual General Membership Meeting. At the Annual General Meeting the President shall present a report on the transactions of the Coop, the Treasurer shall present a statement of the receipts and expenditures of the Coop for the past year and such other business shall be transacted as the members may approve.

It should be noted that an audit must be performed, unless specifically waived by a two-thirds majority (rev. Sask. Regulations 2006) of members present at the Annual General Meeting.

SECTION 2 – REGULAR GENERAL MEETING

General Membership Meetings may be called at the discretion of the board.

SECTION 3 – SPECIAL MEETINGS

A Special Membership Meeting may be called at any time to expedite any matter that requires immediate membership attention and/or authority. Extra membership meetings may also be called as requested in writing to the Board of Directors by any three (3) voting members of the Coop, in good standing. This meeting shall be held within thirty (30) days of receipt of the aforementioned written notice.

SECTION 4 – BOARD OF DIRECTORS MEETING

The Board of Directors shall meet on a monthly basis or as often as required to fulfill their responsibilities.

Article VII. Due Notice

SECTION 1 – ANNUAL GENERAL OR SPECIAL MEMBERSHIP MEETINGS

Due Notice shall be given to each Coop member no less than twenty-one (21) days prior to the called meeting and shall include the financial statement or notice that a copy of the financial statement may be obtained from the organization without charge.

SECTION 2 – BOARD OF DIRECTORS MEETINGS

Due Notice shall be given to each member of the Board of Directors no less than seventy-two (72) hours prior to the meeting date unless unanimously agreed to by the Board.

SECTION 3 – MEANS OF DELIVERY

Due Notice shall be considered to be given when delivery is made to the household, either written or oral, by such means as email, fax or mail, or through publication in a newspaper.

Article VIII. Quorums

SECTION 1 – MEMBERSHIP MEETINGS

An official quorum to be not less than one-third (1/3) of the voting membership in good standing or twelve (12) voting members in good standing, whichever is less, plus a simple majority of the Board of Directors.

SECTION 2 – BOARD OF DIRECTORS MEETINGS

An official quorum should be at least half of the members of the Board of Directors.

SECTION 3 – GENERAL MEETINGS

An official quorum to consist of one-third (1/3) of the voting membership in good standing or twelve (12) voting members in good standing, whichever is less.

Article IX. Voting

SECTION 1 – ELIGIBILITY

All Coop members in good standing and over the age of 18 shall be eligible to vote.

Article X. Finances

SECTION 1 – FISCAL YEAR

The Coop's fiscal year shall end on December 31st in each calendar year.

SECTION 2 – LIMITS OF SPENDING

All expenditures require approval by a simple majority of the Directors present at any duly constituted meeting.

SECTION 3 – ACCOUNTS AND AUDITS

The books and accounts of the Coop shall be kept in accordance with generally accepted accounting principles as set out in the Canadian Institute of Chartered Accountants (CICA) Handbook (rev. Sask. Regulations 2006). If deemed necessary by the membership at the Annual General Meeting, the books may be audited within ninety (90) days of fiscal year end by an Auditor or Auditors appointed at the annual general meeting, who are not members of the Board of Directors, and who are members in good standing of a recognized accounting profession (CA, CMA, or CGA) (rev. Sask. Regulations 2006).

SECTION 4 – SIGNING OFFICERS

All cheques drawn on the Coop's bank account shall be signed by the Treasurer (the Vice President in the Treasurer's absence) and any one of the following: President, Vice President, Secretary.

SECTION 5 – BORROWING

No member of the Coop may undertake to secure a loan or debt on behalf of the Coop without the approval of three-quarters (3/4) vote of the general voting membership.

Article XI. Inspection of Records

SECTION 1 – INSPECTION

All books and records of the Coop may be inspected by any member of the Coop at the normal place of business of the Coop upon receipt of fifteen (15) day written notice to any Executive Officer of the Coop.

Article XII. Rules of Order

SECTION 1 – ROBERTS RULES OF ORDER

In the event that the Coop Bylaws and/or Objectives do not encompass all matters which may arise, Roberts Rules of Order shall be construed as governing rules, insofar as they do not conflict with the Non-Profit Corporations Act of Saskatchewan.

Article XIII. Dissolution of the Society

SECTION 1 – DISSOLUTION

In the event of the dissolution of the Coop all assets of the Coop shall become the property of the Sage Hill Writing Experience.

DATED AT SASKATOON, SASKATCHEWAN this ____ day of _____, A.D., 200__

Signed: _____

Witness: