

Bylaws of the SES

with proposed amendments

I.

I-1. Any person may become a member of the corporation upon application for membership, payment of the prescribed membership fee, and approval of **their** application by the directors or their designate from time to time.

I-2. The membership fee shall be prescribed by the members at a general meeting.

I-3. Any member may withdraw from the corporation at any time by notice to the corporation, but upon withdrawal the member shall not be entitled to a refund of any portion of the fees that **they** may have paid.

I-4. Any member may be expelled if this is agreed upon by a 2/3 vote in a general meeting. Notice of this procedure shall be given to all members at least 15 days before the general meeting at which it shall be carried on.

II.

II-1. Twenty members or a majority of members (whichever may be the smaller) shall constitute a quorum at any general meeting of the corporation.

II-2. Voting shall be by ballot in the case of election of directors, and by show of hands of other cases except where a ballot is requested by at least 2 members.

II-3. There is no provision for the use of proxies at general meetings of the corporation.

II-4. The annual general meeting of the corporation shall be held each year on a date between February 1 and April 30.

II-5. A special general meeting of the corporation may be called by the president as and when **they** consider it necessary, but **they** shall call a special general meeting when requested to do so in writing by at least 10 members.

II-6. Notice of general meeting shall be given to the members at least 15 days in advance of the meeting by means of advertisements or individual notices as may be decided by the corporation in general meeting.

III.

III-1. The board of directors shall consist of president, treasurer and from 4 to 10 members-at-large. Nominations for elections of president, treasurer, and other board members shall be delivered in writing at least one week before the annual general meeting to a nominations committee appointed by the board of directors, each nomination having been signed by two members and the nominee. The secretary and vice-president(s) shall be chosen by the board from its membership at its first meeting following the annual general meeting.

III-2. The directors of the corporation may not, without authorization of members:

a) borrow money upon the credit of the corporation;

b) issue, re-issue, sell, or pledge debt obligations of the corporation;

c) give a guarantee on behalf of the corporation to secure performance of an obligation of any person;

d) mortgage, hypothecate, pledge, or otherwise create a security interest in any property of the corporation, owned, or subsequently acquired to secure an obligation of the corporation.

III-3. The president shall preside at all general meetings of the corporation and at all directors' meetings.

III-4. The vice-president shall perform the duties of the president in **their** absence or inability to act.

III-5. In the event that an elected board member is unwilling or unable to complete **their** term of office, the board may appoint a replacement to serve until the next annual general meeting.

IV.

Books and accounts shall be audited once a year by a qualified accountant or two members of the corporation appointed in general meeting for this purpose and a report of

this audit shall be presented at the annual general meeting. Any member of the corporation can examine its books and records at any time upon request.

V.

These bylaws may be amended only by 2/3 majority vote of members present at a general meeting of the membership.

*(As amended by the Society's board of directors, September 28, 2023,
and to be ratified by the membership at the 2024 annual general meeting.)*