

**Last reviewed 28/11/08**

**Edmonton "O" Society - BYLAWS**  
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## **PREAMBLE**

**WHEREAS** enhancing sexual fulfilment through fantasy or harmless practices that involve bondage, discipline, domination, submission, and sadomasochism, by and between consenting adults, is known as Erotic BDSM;

**WHEREAS** for a great many healthy adult men and women, Erotic BDSM is integral to their sexuality;

**WHEREAS** we share this common interest in Erotic BDSM; and

**WHEREAS** we wish to exchange information and knowledge among ourselves about lawful and consensual Erotic BDSM, for our mutual understanding, support and fulfilment,

**WE THE FOUNDING MEMBERS HAVE AGREED** to form an unincorporated not-for-profit club to be governed by its members for their collective benefit.

**ITS NAME SHALL BE THE EDMONTON "O" SOCIETY** and it shall have the following Objects:

- To enable adults of good character to meet and exchange information about Erotic BDSM;
- To educate members about its psychological, emotional and physiological elements for their mutual understanding, benefit and fulfillment;
- To promote safe practices and adherence to the precepts of "safe, sane, and consensual";
- To do so free of undue risk to privacy, safety or integrity.

**IN FURTHERANCE OF THESE OBJECTS**, we adopt the By-Laws set out below and agree to abide by them, this 3 day of January, 1998.

## **PART 1**

### **INTRODUCTORY MATTERS**

#### **Statement of Principle**

1. The members shall neither promote nor condone activity among themselves which is non- consensual, unlawful, unsafe, or which prejudices the privacy, health, safety or integrity of the Edmonton "O" Society or any of its Members.

#### **Interpretation**

2. These By-Laws shall be interpreted and construed in a fair, liberal and equitable

manner and in accordance with the Statement of Principle in Article 1.

3. These By-Laws shall not be interpreted so as to limit the rights of an Member unless strictly provided herein, nor shall they be interpreted so as to facilitate or justify the breach of the Law.
4. In these By-Laws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number, or the feminine gender, as the case may be, or vice-versa.
5. For greater certainty, the word "shall" denotes a mandatory action, and the word "may" denotes a discretionary action.

## **Policies**

6. The Board may from time to time establish and publish Policies to interpret and clarify how the practices and procedures described in these By-Laws shall be applied or implemented. Members shall comply with such Policies in the same manner as these By-Laws.

## **7 Such Policies:**

- 7.1 may be established, amended or rescinded by Board Resolution;
- 7.2 are subordinate to these By-Laws and in the event of a conflict between them, the By-Laws shall prevail; and
- 7.3 shall be made available to any member on request, and on payment of a reasonable charge for photocopying.

## **8 Definitions**

- 8.1. "Board" means the Board of Directors of the EOS
- 8.2. "EOS" means the Edmonton "O" Society
- 8.3. "Director" means a member of the Board of Directors of the EOS,
- 8.4. "In camera" (Latin) describes a meeting held "in private," such that only those who are required to attend, or who are entitled to vote may attend,
- 8.5. "Member" means any person admitted to the EOS in accordance with Article 10,
- 8.6. "Member in Good Standing" means any Member who is not in default of any fees or charges, or whose membership has not been suspended, or whose Designated Notice Address has not lapsed.
- 8.7. "Officer" means a Member who has been elected or appointed to perform a specific task or fulfil a specific duty. An Officer need not be a Director,

except as specified in these By-Laws,

- 8.8. "Ordinary Resolution" means any resolution placed before a properly called meeting that is approved by a simple majority,
- 8.9. "Prima facie" (Latin) means "adequate on the face of it", or "satisfactory unless there is evidence to the contrary,"
- 8.10. "Pseudonym" means the name that the Member has provided to substitute for the Member's proper name, and by which the Member will be referred to in all EOS communications and records except for the Master Member List.
- 8.11. "Quorum" means
  - 8.11.1. at a Board Meeting, a majority of the Board presently serving, except where the nature of the business being transacted calls for a Special Resolution, when a Quorum shall mean not less than 75% of the Board presently serving.
  - 8.11.2 at a General Meeting of members, 35% of the members-in-good standing then listed on the Administrative Member List.
- 8.12. "Special Resolution" means a Resolution on an issue of extraordinary importance, for which proper Notice has been given to those eligible to vote, and which has been passed by the vote of not less than 75% those persons present who are entitled to vote.

## **PART 2**

### **MEMBERSHIP**

#### **General**

- 9. There shall be one category of EOS Membership.
  - 9.1 Active Members, comprising persons who have been admitted to EOS Membership in accordance with these By-Laws.
- 10. Eligibility : Membership in the EOS is limited to persons of good character who:
  - 10.1 have a genuine and personal interest in Erotic BDSM, and who wish to socialize with like-minded others; [AS PER ANNUAL MEETING 2001]
  - 10.2 are 18 years of age or older,

- 10.3 subscribe to the Objects, and agreed to adhere to and be bound by these By-Laws, and
  - 10.4 have been approved as Members by the Board.
11. In considering an application for membership, the Board shall not take into account the applicant's sex, sexual or gender orientation, race, ethnicity, or age, provided the applicant is over 18 years. Otherwise, the Board may refuse an application for Membership for any reason which it deems proper.
12. The Board may delegate to the Membership Committee all or part of its authority to review and approve membership applications except for final approval. Where an applicant has been recommended for membership by the Membership Committee the Board shall render its decision approving or disapproving the application not later than 90 days after Membership Committee approval. An applicant who has been approved by the Membership Committee may attend any EOS function or activity as a guest until the Board renders its final decision.
13. Admission Procedures : Each prospective applicant shall:
  - 13.1 submit their application for membership, in the form prescribed by the Board;
  - 13.2 successfully complete such interviews and orientation sessions as the Board requires;
  - 13.3 be approved by the Board;
  - 13.4 pay in advance the annual EOS Membership dues in such amount as may be specified by the Board from time to time in the Rules. [AS PER ANNUAL MEETING 2001]
14. EOS Membership is not transferable.
15. Individual EOS Membership shall continue for 12 months after admission and is renewed automatically, provided payment of the prescribed annual EOS Organizational Membership fee is made prior to expiry of the 12 months.
16. Privileges : Members in good standing are entitled to:
  - 16.1 attend EOS events and meetings;
  - 16.2 vote for EOS Officers and Directors at the Annual General Meeting as described in Article 51 below;
  - 16.3 stand for election as Officers and Directors; and
  - 16.4 examine non-confidential EOS books and records, including financial statements and minutes to be provided within 30 days upon payment of reasonable copying costs.

- 16.5 such other privileges that the Board or the Members may approve from time to time.
17. DELETED [AS PER THE ANNUAL MEETING MOTION, 2001]
18. Membership Number: On being admitted to the EOS, the Member shall be assigned a Membership Number which shall be exclusive to that Member, and which shall not be reassigned even if membership terminates.
19. Pseudonyms: To preserve the confidentiality of Members who desire it, a Member may select a pseudonym by which he or she will be referred to in all EOS written documents or text-file communications, except for the Master Member List and the Expelled Member List. The name to be used must be on the membership application and renewal form.
20. A Member may not select a pseudonym that is already in use by another EOS Member, nor shall a Member select a pseudonym that the Board deems offensive.
21. A Member's pseudonym shall:
- 21.1 not be longer than two words;
  - 21.2 not be completely numerical;
  - 21.3 not be recorded on the Master Member List.
  - 21.4 be recorded on the Administrative Member List, the Common Member List, and the Expelled Member List.
22. A Member using a pseudonym may change to his or her proper name by advising the Membership Director in writing.
23. A Member may change their pseudonym, provided they advise the Membership Director in writing. The Membership Director shall amend the Administrative Member List and the Common Member List accordingly.

### **Termination**

24. Voluntary Resignation : Any Member may terminate their membership on written notice, which is effective upon delivery. Membership Dues already paid are not refundable.
25. Lapse for Non-Payment of Dues: If a Member fails to pay dues owed by the specified deadline, membership shall be suspended, whereupon the individual is no longer considered a Member in Good Standing and is entitled to no membership privileges until dues are paid.
26. A member may bring his or her membership into good standing automatically on paying unpaid Membership Dues, provided payment is made no later than 60 days after the specified deadline. If no such payment is made, the individual's



membership shall be terminated by lapse, effective as of the specified deadline.

27. An individual whose membership has lapsed and who later seeks to rejoin the EOS, must reapply for membership in the same manner as a new applicant.
28. Expulsion for Cause: A Member may be expelled in accordance with Part 9.
29. A Member who has been expelled for cause shall not be permitted to rejoin the EOS except on Special Resolution of the Membership.

### **PART 3**

## **GOVERNMENT**

### **General**

30. The members shall govern the EOS in a democratic manner as agreed in these By-Laws. As such, the members delegate to the Board of Directors the authority to govern the EOS between General Meetings.

### **Board of Directors and Officers**

31. Powers of the Board of Directors: The Board is responsible to the membership to:

- 31.1 control, administer and manage EOS business and activities, subject to the By-Laws, Rules, and any directions given to it by a majority vote of Members at a properly called and constituted meeting; and

- 31.2 make in their own names as agents of the EOS and its members, any lawful contracts, arrangements or agreements which these By-Laws authorize.

32. Composition of the Board : The Board shall be comprised of:

- 32.1 all Members of the Executive Committee,

- 32.2 the Director of each Standing Committee, and

- 32.3 up to 4 Directors at Large elected from the membership

- 32.4 the immediate Past President, may be part of the Board to give input, however they will have no voting privileges.

33. Fiduciary Duties: Each Director and Officer stands in a fiduciary relationship to the EOS and shall exercise his or her duties and authority in a fair and open

manner for the benefit of the EOS.

34. Conflicts of Interest: If circumstances place a Director or Officer in a situation where he or she may gain, personally and materially, from a decision of the Board, or where, due to a conflict of interest, they are unable to act in the best interests of the EOS, they shall:
  - 34.1 advise the President and Board of this conflict at the earliest possible opportunity, and;
  - 34.2 refrain from taking any steps which prejudice this duty to the EOS.
  - 34.3 Any member who believes a Director or Officer is in a conflict of interest with the EOS shall present his or her concerns to the Board and the Board shall deliberate on the matter at the next Board Meeting.
35. Remuneration: Directors and Officers shall receive no remuneration for acting in such capacity. However, this does not preclude:
  - 35.1 reimbursement for authorized and legitimate expenses that are incurred, or
  - 35.2 passage of a member's resolution to use EOS funds for a gift or other token of appreciation to an individual for long or exemplary service to the EOS.
36. Executive Officers: There shall be four executive Officers who together form the Executive Committee:
  - 36.1 President,
  - 36.2 Vice-President,
  - 36.3 Secretary,
  - 36.4 Treasurer.
37. Members of the Executive Committee are both Officers and Directors.
38. If the membership so resolves, one person may be elected to perform the duties of both the Secretary and the Treasurer.
39. Other Officers: The members may from time to time elect, and the Board may from time to time appoint, such other Officers as are needed to perform a specific function, and who require delegated Board authority to so act.
40. Such other Officers are not, by virtue of such appointment, Members of the Board of Directors.
41. The duties of such officers shall be specified in both the Minutes and in such memoranda as are appropriate, and their term shall not extend past the next

Annual General Meeting.

42. Such officers may attend Board meetings, but are not entitled to cast a vote.

### **Election, Appointment and Removal of Officers and Directors**

43. Election Eligibility: Members in good standing are entitled to be nominated for and to stand for election as Officers or Directors.
44. Term: The term of an Officer or Director elected or appointed at an Annual General Meeting, shall begin on the next February 1st, and shall expire at the following January 31st, unless the term is concluded earlier.

The term of the Lupercalia Chair and the Lupercalia Vice-Chair shall be for a period of 1 year commencing on April 1st next following their election to such positions. [Added April 29, 2006]

- 44.1 The term of an Officer or Director elected or appointed other than at an Annual General shall begin upon election or appointment and shall expire at the following January 31st, unless the term is concluded earlier.
- 44.2 A member may serve a maximum of 2 consecutive terms in any of the following appointments: President, Vice-President, Secretary, Treasurer, Secretary-Treasurer, Membership Director, or Activities Director. Notwithstanding this, there is no limit on the number of terms that a member may be elected as a Director-at-large.
45. Election : The Board of Directors shall be elected by majority vote of the members at the Annual General Meeting of the EOS in the following order:
- 45.1 President
- 45.2 Vice-President
- 45.3 Secretary
- 45.4 Treasurer
- 45.5 Membership Director
- 45.6 Activities Director
- 45.7 up to four Directors-at-Large

### **Elections**

The Lupercalia Chair shall be elected by a majority vote at the Annual General Meeting of the members of the Society during the month of November in every year, or if there is no meeting in November, then at the next regular members' meeting thereafter

The Lupercalia Vice-Chair shall be elected by a majority vote at the Annual General Meeting of the members of the Society during the month of November in every year, or if there is no meeting in November, then at the next regular members' meeting thereafter.

The Lupercalia Vice-Chair shall not be a member of the Board of EOS but shall be a member of the Lupercalia Committee.

#### Nominations for Lupercalia Chair and Lupercalia Vice-Chair

Any nominations for the position of Lupercalia Chair or Lupercalia Vice-Chair must be first approved in writing by a nominations committee of the Lupercalia Committee or the Board of EOS 30 days before the Annual General Meeting. Nominations which do not meet this requirement shall be rejected.

#### Vacancies in Positions

If for any reason there are no nominations made or approved for the position of Lupercalia Chair or Vice-Chair, the Board of EOS, in consultation with the Lupercalia Committee, shall appoint persons to such position or positions to serve until the next elected Lupercalia Chair and/or Lupercalia Vice-Chair assume office.

If the Lupercalia Chair is temporarily absent or unable to act as Chair during his or her elected term, the Lupercalia Vice-Chair return and carry out the office, at which time the Vice-Chair shall automatically assume the office of Lupercalia Chair on a temporary basis until the Chair is able to return to his or her elected position.

If the Lupercalia Chair resigns or is removed from office during his or her elected term, the Lupercalia Vice-Chair shall automatically assume the office of Lupercalia Chair, and the Board of EOS, in consultation with the Lupercalia Committee, shall appoint a person to the position of Lupercalia Vice-Chair to serve until the next elections for the positions of Lupercalia Chair and Lupercalia Vice-Chair.

If the Lupercalia Vice-Chair resigns or is removed from office during his or her elected term, the Board of EOS, in consultation with the Lupercalia Committee, shall appoint a person to the position of Lupercalia Vice-Chair to serve until the next elections for the positions of Lupercalia Chair and Lupercalia Vice-Chair.

If for any reason both the Lupercalia Chair and Lupercalia Vice-Chair resign or are removed from office during their elected term, the Board of EOS, in consultation with the Lupercalia Committee, shall appoint persons to such positions to serve until the next elections for the positions of Lupercalia Chair and Lupercalia Vice-Chair.

{Added April 2006}

All persons applying for the Chair or Vice Chair positions must have their resume and other pertinent information submitted to the EOS executive or Lupercalia

board no later than 45 days prior to the EOS AGM. Those resumes must be vetted by the EOS executive or the Lupercalia board at least 30 days prior the EOS AGM to have that persons name added to the ballet.

The EOS executive and the Lupercalia board must inform each of any persons applying for either Chair or Vice Chair upon receipt of the application.

The vetting process will be in accordance to adopted vetting policies of Lupercalia Inc and the EOS board

All persons applying for the SECRETARY position must have their resume in to the newly elected Chair and Vice Chair by February 28. The Newly elected Chair and Vice Chair must announce the SECRETARY prior to March 31.

All persons applying must not have declared bankruptcy in past 7 years.  
{Last Five Paragraphs Added May 2007}

Transitional Provision: [Added April 29, 2006] {Deleted May 2007}

46. In default of such election, the then-incumbents shall hold office until their successors are appointed.
47. Any vacancy occurring between General Meetings shall:
  - 47.1 in the case of a Director-at-Large, be filled at the next members meeting, provided it is so stated in the Notice calling such a Meeting, and
  - 47.2 in the case of any other Director, may be filled at the next Board Meeting by a Board Resolution to that effect, from among the Directors then in office.
48. Removal: An Officer or Director may be removed prior to expiry of their term of office, upon any of the following events:
  - 48.1 passage of a Special Resolution to that effect by the Members; or 54.2 a failure by that Director to attend three consecutive Board Meetings without reasonable cause; or
  - 48.3 acceptance of the Director's letter of resignation by the Board.
49. Removal serves to terminate the Member's appointment as both Director and as Officer.
50. An Officer that is also a Director, and who resigns as an Officer, may continue to sit as a Director at Large, provided a Board vacancy exists.

### **Committees**

51. For the better management of the EOS, the Board shall delegate such authority and responsibility as is appropriate to Committees that are established for such

purposes.

52. All Committees are subordinate to the Board, shall comply with all lawful orders given to it by the Board and shall, at all reasonable times, give to the Board or to any Director all information they may require regarding the affairs of the EOS.
53. The Board may, from time to time, authorize a budget for a Committee to enable it to cover routine expenses necessarily incurred in the performance of its duties.

## **PART 4**

### **COMMITTEES**

#### **General**

54. There shall be two types of Committees:
  - 54.1 ad hoc Committees, which are established for a specific function or task on a short-term or temporary basis and which exist and function at the discretion of the Board. The Board shall specify the name, terms of reference, budget, and structure of the Committee.
  - 54.2 Standing Committees: whose terms of references are established according to these By-Laws and which exist and function on an ongoing basis.

#### **Standing Committees**

55. The following are the Standing Committees:
  - 55.1 Executive Committee,
  - 55.2 Membership Committee, and
  - 55.3 Activities Committee

#### **Executive Committee**

56. Duties : There shall be a Standing Committee called the Executive Committee which shall:
  - 56.1 manage and direct EOS business and affairs between meetings of the Board of Directors (except such matters and duties which, by law, must be transacted or performed by the Board or by members in general meeting),

- 56.2 employ and discharge agents and employees of the Society, or
- 56.3 perform any other EOS function.
- 57. Composition : The Executive Committee is comprised of the President, Vice-President, Secretary, and Treasurer, who are responsible to the members, through the Board, for the discharge of their duties and responsibilities.
- 58. Duties of President : The President is responsible to the members for the general management and supervision of the EOS. Without limiting the generality of the foregoing, the President shall:
  - 58.1 be Chairman of the Board of Directors and when present, shall preside at all meetings of the members of the Society;
  - 58.2 be an ex officio member of all Committees;
  - 58.3 sign all Resolutions and Membership Certificates, together with the Secretary or other Officer appointed by the Board for the purpose;
  - 58.4 implement, or cause to be implemented, such administrative procedures as are necessary for the better government and administration of the EOS.
- 59. Duties of the Vice President : The primary duty of the Vice President is to assist the President in carrying out the duties of his or her office.
- 60. Whenever the President is absent or unable to act, the Vice-President shall exercise the duties of the President for the duration of such absence or inability to act.
- 61. If the President is removed from office prior to expiry of their term, the Vice-President shall automatically become President, and a new Vice-President shall be elected.
- 62. Duties of Secretary : The Secretary shall be ex officio clerk of the Board, and shall perform, or ensure performance of, the following duties:
  - 62.1 attend all EOS General Meetings and Board Meetings and record, or cause to be recorded, all facts and minutes of all proceedings in the books kept for that purpose;
  - 62.2 give all Notices required;
  - 62.3 be the custodian of the EOS Seal, and all books, papers, records, correspondence, contracts, and other documents belonging to the EOS;
  - 62.4 perform such other duties as may be determined from time to time by the Board.

63. Whenever the Vice-President is absent or unable to act, the Secretary shall exercise his or her duties for the duration of such absence or inability to act.
64. Duties of Treasurer : The Treasurer shall perform, or ensure performance of, the following duties:
  - 64.1 keep full and accurate accounts of all EOS receipts and disbursements in proper books of account;
  - 64.2 deposit all monies or other valuable effects in the name, and to the credit of, the EOS in such bank or banks as may be from time to time designated by the Board;
  - 64.3 disburse EOS funds under the direction of the Board, taking proper vouchers therefor;
  - 64.4 render an account of all his transactions as Treasurer and of the Financial position of the EOS to the Board or whenever required of him; and
  - 64.5 perform such other duties as may be determined from time to time by the Board.

#### **Membership Committee**

65. Duties: There shall be a Standing Committee called the Membership Committee whose role is to administer all business relating to Members and Membership, and to provide advice regarding admission of prospective EOS members
66. Composition: The Membership Committee is comprised of:
  - 66.1 Membership Director, who shall act as Committee Chairman,
  - 66.2 Up to 4 additional members,
  - 66.3 EOS President, as ex officio member.
67. The Membership Director is a member of the Board of Directors and shall be elected by the members in accordance with Part 3.
68. Meetings: Meetings of the Membership Committee shall be held as often as may be required, but not less frequently than once every three months.

#### **Activities Committee**

69. Duties: There shall be a Standing Committee called the Activities Committee whose role is to develop and implement informational, educational and social events and activities for the EOS and its members,
70. Composition: The Activities Committee is comprised of:



- 70.1 Activities Director, who shall act as Committee Chairman,
  - 70.2 Up to 6 additional members,
  - 70.3 EOS President, as ex officio member,
71. The Activities Director is a member of the Board of Directors and shall be elected by the members in accordance with Part 3.
72. Meetings : Meetings of the Activities Committee shall be held as often as may be required, but not less frequently than once every month, and shall be called by the Activities Director.

### **By-Laws Committee**

73. The Board may from time to time establish a By-Laws Committee to review the By-Laws, and to recommend any rescissions, amendments or additions thereto.
74. The Director of the By-Laws Committee shall be appointed from among the members of the Board of Directors.

### **74.A Lupercalia**

Legal Ownership: Lupercalia Inc. shall be the legal entity which owns and operates "Lupercalia" (a Lifestyle Conference celebrating the BDSM lifestyle and providing workshops, clinics, demonstrations and social events for attendees).

All of Lupercalia Inc.'s shares shall be held in trust for the EOS by three trustees elected by the membership at the annual general meeting of EOS. The exercise of voting control by the trustees shall be in accordance with the instructions of the membership and provisions of the Unanimous Shareholders' Agreement, and in case of emergency, in accordance with the direction of the Board of EOS.

In the following provisions, the term "Lupercalia" shall mean the Lifestyle Conference referred to the above which is organized by Lupercalia Inc.

- a) It is acknowledged that Lupercalia Inc. is owner of the name "Lupercalia" as it relates to the activities of Lupercalia Inc. and that the Directors of Lupercalia Inc. shall have the sole authority and responsibility to authorize its use by any person, firm or organization.
- b) Any space that is leased by Lupercalia Inc. for the purpose of hosting Lupercalia shall be referred to as the venue for the time that the space is leased. All events that occur within the venue shall be under direct control of Lupercalia Inc. and its Directors.
- c) Neither EOS, nor its Directors, nor the trustees of shares in Lupercalia Inc., nor any Directors of Lupercalia Inc. nor any Lupercalia volunteers shall have a financial interest in Lupercalia Inc.

- d) No Director of Lupercalia Inc. nor any Lupercalia volunteer shall have a material interest in any business, organization or other undertaking that is:
  - i) proposed to have any material interest in any agreement with Lupercalia Inc., or ,
  - ii) in competition with or whose activities might reasonably be anticipated to be in conflict with Lupercalia or Lupercalia Inc., UNLESS:
  - iii) they disclose their interest in writing to the Board of Lupercalia Inc., and,
  - iv) in the case of a director of Lupercalia, they
    - A) disclose their interest in writing to the board of EOS , and
    - B) abstain from any decisions which might affect that interest.
  
- e) No trustee of the shares in Lupercalia Inc. shall have a material interest in any business, organization or other undertaking that is:
  - i) proposed to have any material interest in any agreement with Lupercalia Inc., or ,
  - ii) in competition with or whose activities might reasonably be anticipated to be in conflict with Lupercalia or Lupercalia Inc., UNLESS:
  - iii) disclose their interest in writing to the board of EOS and the board of Lupercalia Inc., and
  - iv) except if specifically directed to vote such shares by the membership of EOS or the board of EOS (as the case may be), they abstain from voting in respect of any decisions which might affect that interest. {Added May 2007}

**Lupercalia Inc.**

**Directors:** The Board of Directors of Lupercalia Inc. shall consist of the Lupercalia Chair and Lupercalia Vice-Chair, together with a third director nominated by the Chair and Vice-Chair before April 1st next following the Annual General Meeting at which the Lupercalia Chair and Lupercalia Vice-Chair were elected.

**Meetings:** The Board of Lupercalia Inc. and its advisory committee shall meet as frequently as necessary and shall provide minutes of their meetings to the EOS Board. Meetings may be held in person or by any other means. The Lupercalia Chair or a designated representative shall provide monthly

reports to the Board of EOS. The Board of Lupercalia Inc. shall also report, in writing, to the Board of EOS:

- a) on or before May 1st, the annual budget for the next following Lupercalia with an outline of planned events, workshops and activities
- b) on or before November 1st, a progress report as to revenues received and projected and expenses incurred/projected and detailed report on planned events, workshops and activities
- c) on or before April 1st, with a complete written report on Lupercalia including financial report.

Lupercalia Tickets: Lupercalia Inc shall use its best efforts to offer preferred pricing to members of EOS.

Accounts: Lupercalia Inc. shall establish its own bank account(s) for purposes of handling registrations and expenses of Lupercalia, however Lupercalia Chair shall be a necessary signatory on such bank account(s) except when a cheque or debit is written to the Chair to reimburse for expenses then the Vice Chair and the Secretary must be signatory's. Financial reporting regarding Lupercalia Inc. shall be attached as a Schedule to the EOS Financial Statements. The Board of Lupercalia Inc. shall not make any pledge or guarantee or financial commitment which extends beyond the financial resources of Lupercalia Inc. {Revised May 2007}

Lupercalia Trustees: All of Lupercalia Inc.'s shares shall be held in trust for the EOS by three trustees elected by the membership at the annual general meeting of EOS. The exercise of voting control by the trustees shall be in accordance with the instructions of the Membership and provisions of the Unanimous Shareholders' Agreement, and in case of emergency, in accordance with the direction of the Board of EOS. The term of the trustees shall be for a period of 1 year commencing on April 15th next following their election to such positions. Trustee term can be no longer than 2 consecutive years. {Revised May 2007}

## **PART 5 MEETINGS**

### **General Principles**

75. Attendance: EOS members may attend Board Meetings, except for those held in camera.
76. Voting: Votes shall be conducted by a show of hands unless the Chairman of the Meeting directs otherwise, and the following provisions shall apply:

- 76.1 Members are entitled to cast a vote at General Meetings,
  - 76.2 Directors are entitled to vote at Board Meetings,
  - 76.3 Committee Members are entitled to vote at Committee Meetings,
  - 76.4 No one shall cast a vote at any EOS meeting unless their membership is in good standing,
  - 76.5 Each person entitled to vote at a meeting shall be entitled to one vote for each resolution before the meeting,
  - 76.6 To ensure impartiality, no Chairman of any EOS Meeting shall cast their vote except in the event of an equality of votes.
77. Proxy Voting: For the purposes of this bylaw, a person who gives a Proxy is the "Proxy Voter" and the person who receives it and casts the proxy vote is the "Proxy Holder."
- 77A. A Member unable to attend a meeting at which they wish to vote on a motion or an issue, may nominate another member to cast their vote by proxy, subject to the following rules:
- 77.1 Proxy Voting is permitted only in Special Resolutions and in the election of Directors and Officers.
  - 77.2 Before the meeting convenes, the Proxy Voter or Proxy Holder must deliver the original written Proxy to the meeting chairperson. The meeting chairperson acts as Proxy Holder unless the Proxy Voter has specifically nominated another person to do so, in writing.
  - 77.3 The meeting Chairperson shall examine the Proxy to ensure it complies with the requirements below and if satisfied shall:
    - 77.3.1. The original proxies will be put in a sealed envelope for 7 days or the next board meeting. After 7 days if there have been no questions about the validity of the proxies or a call for a recount of the vote, the proxies and the ballots will be destroyed.
    - 77.3.2 Take note of any special voting instructions or limitations written on the proxy, and
    - 77.3.3 thereafter record an additional vote cast by the Proxy Holder as being made for the Proxy Voter.
  - 77.4 Formal Requirements: A Proxy need not conform to any specific format to be deemed valid, provided it is in written form and:

- 77.4.1 contains the name (or EOS pseudonym), and original signature of the Proxy Voter;
- 77.4.2 the date the Proxy was made;
- 77.4.3 the date and description of the meeting and the motion(s) or election(s) at which the vote is to be cast;
- 77.4.4 any special instructions or limitations on how the proxy vote is to be cast;. and
- 77.4.5 clearly identifies any specially-nominated Proxy Holder.
- 77.5 A Proxy is only valid for the meeting, issue or election stated on its face, after which that Proxy is no longer valid.
- 77.6 In all cases both the Proxy Voter and the Proxy Holder must be members in good standing and otherwise eligible to vote on the motion or election.
- 77.7 To cast a Proxy Vote a Proxy Holder must personally attend the meeting. Proxy Holders unable to attend a meeting as originally intended may not nominate a third or further Proxy Holder on behalf of the Proxy Voter. In such cases the original Proxy must be delivered before the meeting to the chairperson, who shall then be the Proxy Holder.
- 77.8 Voting Instructions A Proxy Voter may issue special voting instructions or limitations, and where this has been done, the Proxy Holder is bound to cast the proxy vote in accordance with them, failing which the chairperson shall not count that particular proxy vote. Any special voting instructions or limitations shall be put in writing on the face of the proxy. If there are no special instructions or voting limitations, the proxy vote may be cast as the Proxy Holder sees fit.
- 77.9 Electronic and Facsimile Proxies In lieu of an original Proxy, the Chairperson may accept a photocopy or a hard copy of a Proxy transmitted by fax, e-mail or other electronic transmission, provided:
  - 77.9.1 The Proxy appears otherwise valid;
  - 77.9.2 The Proxy bears the Proxy Voter's e-mail address or fax number, or otherwise electronically identifies the Proxy Voter or the Proxy Voter's method or point of transmission;
  - 77.9.3 The Proxy Holder signs the copy of the fax or e-mail stating: "I certify that this Proxy was electronically delivered to me by (name of Proxy Voter) on (date)", or words to that

effect.

- 77.10 Where doubt exists about the validity of a ballot cast by proxy, the chairperson shall contact the proxy voter no later than one week after the meeting to authenticate the proxy. If the chairperson determines that a ballot cast by proxy was not authentic or was otherwise invalid, he or she shall recount the votes to determine whether this would affect the outcome. If the outcome would differ, the vote is deemed out of order and the matter shall be referred to the next scheduled meeting.
78. A declaration by the Chairman that a Resolution has been carried, and an entry to that effect in the minutes, shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.
79. Ordinary Resolutions : All questions before any EOS Meeting shall be decided by Ordinary Resolution, that is, a majority vote.
80. Special Resolutions : Notwithstanding Article 85, the following matters shall be decided by Special Resolution at an Annual or Special General Meeting of Members:
- 80.1 alteration of the Objects of the EOS,
  - 80.2 amendment of the By-Laws,
  - 80.3 dissolution of the EOS,
  - 80.4 change of the name of the EOS,
  - 80.5 re-admission of a person whose membership was terminated for cause,
  - 80.6 removal of an Officer or Director before expiry of their term,
  - 80.7 any other matter which the Board decides should be determined by a Special Resolution of the Membership.
81. Notice of Motion for Special Resolutions : No special resolution shall be put to a vote unless there is adequate proof that proper Notice of the Motion to deal with a Special Resolution has been duly given to all those entitled to attend. Such proof shall be recorded in the Minutes of the meeting.
82. Notice shall be considered adequate if duly given to all Members entitled to vote on the issue, and has been given:
- 82.1 not less than 30 days before the meeting, or
  - 82.2 less than 30 days before the meeting, provided that all the Members entitled to attend and vote at the meeting have agreed to waive the

requirement for 30 days Notice.

83. Minutes: The Secretary or a designated recording secretary shall record the Minutes of each General meeting and Board Meeting. At any other meeting, the Chairperson of that meeting shall designate a person to take minutes.
84. The proper name of a Member shall not be recorded in the Minutes unless the Member consents. In all other cases, the Member's pseudonym shall be used.
85. Adjournments: Any meeting may be adjourned to any time and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment, and such adjourned meeting may proceed in the absence of a quorum.
86. Notwithstanding, no special resolution nor any resolution to impose a sanction on a member shall be put to a vote at a meeting adjourned in accordance with Article 91 unless prescribed Notice and Quorum requirements have been satisfied.

### **General Meetings of Members**

87. Function The main purpose of a General Meeting of members is to formally assemble members to resolve business issues in a democratic manner. A secondary purpose is to disseminate information among members. Any General Meeting shall be held where, and on such date, as the Board may determine.
88. General Meeting Quorum : The quorum at any General Meeting shall be not less than 35 percent of the members entitled to vote at the meeting. Where a quorum is not present, the meeting shall be recalled at a time determined by those present and at the subsequent meeting the quorum shall consist of those present.
89. Notices of General Meeting: The Annual General Meeting of the Society shall be called by 30 day's Notice properly delivered as required in these By-Laws.
90. There are three types of General Meeting:
  - 90.1 Annual General Meeting,
  - 90.2 Regular General Meetings, and
  - 90.3 Special General Meetings.
91. Annual General Meeting: The EOS shall hold an Annual General Meeting at a generally convenient time as near as possible to November 30 each year. If this meeting is delayed, the term of office for incumbent Officers and Directors shall endure until the Annual General Meeting can be held.

92. At every Annual General Meeting, in addition to such other business as may be transacted, there shall be:
  - 92.1 the President's Report;
  - 92.2 Committee Reports;
  - 92.3 presentation of Financial Statements;
  - 92.4 the annual election of Directors and Officers as described in Article 51.
93. Regular General Meetings: The Members may institute Regular General Meetings if it becomes necessary to regularly meet to resolve business issues more frequently than once per year.
94. A resolution to establish Regular General Meetings shall specify the location and the time of day, day of the week, and week of the month they shall occur.
95. Where a meeting schedule has been established, and Notice of the schedule has been duly given, no further Notice shall be required for such meetings, unless a meeting has been adjourned to a time or place not specified in the Notice containing the schedule.
96. Special General Meetings : A Special General Meeting may be called by the Board whenever it becomes necessary for the members to gather to resolve business issues arising before the next scheduled Annual or Regular General Meeting.
97. Notwithstanding the foregoing, a Special General Meeting shall be called by any Board Member who is presented with a Petition demanding such a meeting, and which is signed by not less than 25% of the Members in Good Standing. Signatures may be either the Member's true name or their pseudonym, and must be accompanied by the corresponding Membership Number. At a Special General Meeting called under such circumstances, no business shall be transacted until the Petition has been verified.

#### **Board of Director's Meetings**

98. Regular Board Meetings: Meetings of the Board shall be held as often as may be required, but not less frequently than once every three months, and shall be called by the President.
99. Special Board Meetings: A Special Board Meeting may be called by the President or on the instructions of any two Directors, provided they request the President in writing to call such a meeting, and state the business to be brought before the meeting.
100. If the President fails to call a Special Board Meeting after having been given such a request, any Director may call a Special Board Meeting on their own authority and initiative. Provided that all requirements regarding notice, quorum and voting have been complied with, such a meeting shall be considered properly



convened.

101. Quorum: A majority of the Board of Directors then holding office shall constitute a Quorum. Where a quorum is not present, the meeting shall be recalled at a time determined by those present and at the subsequent meeting the quorum shall consist of those present.
102. Notice of Board Meetings: Meetings of the Board shall be called on 3 day's proper Notice. Notwithstanding, where a meeting schedule has been established, and Notice of the schedule has been duly given, no further Notice shall be required for such meetings.
103. Meetings may be held without notice if a Quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
104. A Director who has not received Notice may waive such a requirement by attending the meeting, unless the purpose of their attendance is to protest the lack of Notice. In such a case the Director's presence shall not be counted toward the establishment of a quorum.

### **Committee Meetings**

105. Meetings of Committees shall, to the greatest extent practicable, be conducted in accordance with the rules laid out for Board Meetings.
106. Notwithstanding, the Chairman of the committee meeting may relax rules of procedure to suit the needs of the meeting, and the minutes need not reflect the full content of the debate or discussions. However, the following shall not be omitted from minutes of Committee Meetings:
  - 106.1 A statement that Notice was given;
  - 106.2 A statement that a quorum was present;
  - 106.3 the text of specific motions that have been put to a vote, and the result of the vote;
  - 106.4 other business transacted and proposals adopted.

## **PART 6**

### **RECORDS AND CONFIDENTIALITY**

#### **General**

- 107 EOS Members claim the right to know who they associate with as fellow members, and accordingly no person will be admitted as a Member unless they provide the following information:
- 107.1 proper name,
  - 107.2 date of birth,
  - 107.3 address,
  - 107.4 telephone number,
  - 107.5 pseudonym, if desired,
  - 107.6 where the Member wishes his or her address to remain confidential, a specified means of contacting the Member and giving formal Notice,
- 108 Member information is deemed confidential and shall be controlled and disseminated only as prescribed in this Part.

### **Member Records**

- 109 On being accepted as a Member this information shall be transcribed to the proper Member Lists and the Member's application form shall be destroyed. The application of an applicant who is not accepted shall be destroyed.
- 110 The EOS shall maintain the following types of Membership List:
- 110.1 Master Member List
  - 110.2 Administrative Member List
  - 110.3 Common Member List
  - 110.4 Expelled Member List.
111. Master Member List.: The Master Member List shall contain the following information about every current active member and inactive member:
- 111.1 Membership Number,
  - 111.2 proper name,
  - 111.3 date of birth,
  - 111.4 address,
  - 111.5 telephone number,
  - 111.6 date of admission to EOS

- 111.7 date that membership terminates
- 112. On resigning or on lapse of membership, all member information on the Master Member List shall be permanently erased except for the Membership Number, date of admission to EOS, and the date that Membership terminated. No record shall be kept of former Members who resigned or whose membership has lapsed except as above.
- 113. On a Member being expelled for cause
  - 113.1 all member information on the Master Member List shall be permanently erased except for the Membership Number, date of admission to EOS and the date that Membership terminated, and
  - 113.2 all member information shall be transcribed to the Expelled Member's List.
- 114. The Master Member's List shall be given the greatest possible degree of protection, and no one shall have access to the Master Member List except for the President, Vice President and the Membership Director. Notwithstanding, on request an individual member may review any information pertaining to himself or herself on any EOS Member List and may make any changes needed to ensure completeness and correctness.
- 115. Administrative Member List : The Administrative Member List shall contain the following information about every current member:
  - 115.1 Membership Number
  - 115.2 pseudonym, unless the Member consents to the use of their proper first name instead,
  - 115.3 Designated Notice Address, and
  - 115.4 Membership Status Information.
- 116. "Membership status information" shall not include any information contained in the Master Member List, but may include any information the Board and Officers may reasonably require to perform their duties, including:
  - 116.1 changes of membership category, from active to inactive, and vice-versa,
  - 116.2 record of censure or suspension;
  - 116.3 date of membership expiry;
  - 116.4 fees or dues owing.
- 117. On membership terminating for any reason, all member information on the Administrative Member List shall be permanently erased.

118. The Administrative Member's List shall be maintained by the Executive Committee and shall be made available only to Directors and Officers when necessary to perform their duties.
119. Common Member List : The Common Member List shall contain the following information about every current member:
  - 119.1 pseudonym, unless the Member consents to the use of their proper first name instead,
  - 119.2 such other information that a Member specifies.
120. On membership terminating for any reason, all member information on the Common Member List shall be permanently erased.
121. The Common Member List shall be maintained by the Executive Committee and shall be made available to EOS members in good standing, on request.
122. Expelled Member List : The Expelled Member List shall contain all member information available on every EOS Member who has been expelled for cause in accordance with Article 28.
123. The Executive Committee shall maintain the Expelled Member List and protect its contents as confidential. Notwithstanding this, the Executive Committee shall, on request of a Member, advise the Member whether a specific person identified by the Member is on the List.

## **PART 7**

### **LEGAL MATTERS**

#### **EOS Legal Status**

124. The EOS is unincorporated, therefore the rights and obligations of its members as between one another are defined contractually in these By-Laws, in consideration of the mutual rights and obligations contained therein.
125. For greater clarity, the Members are not partners, joint venturers, nor agents of one another, except where specifically stated.

#### **Ownership of Property**

126. Being unincorporated, the EOS has no standing to own property in its own name. Any property in the control and possession of the EOS shall be owned jointly by all its members in good standing, subject to the following:

- 126.1 a member's personal interest in any such property shall not vest in that member until the EOS dissolves;
- 126.2 until such time, no member has the right to appropriate such property to their own exclusive use;
- 126.3 decisions regarding control, use, acquisition and disposal of property shall be vested in the members, subject to their rights and liabilities as defined in these By-Laws, and as delegated to the Board.
  - 126.3.1 The EOS shall establish a lending library whose contents may be borrowed by members in good standing.
  - 126.3.2 Any decision to dissolve, disband, or liquidate the library contents must be approved by special resolution of the membership.

### **Dissolution of the EOS**

- 127. The Members agree that notwithstanding Article 132, on the dissolution of the EOS and after payment of all debts and liabilities, the remaining property of the EOS, with the exception of the lending library and any archived materials and Lupercalia shares, shall be liquidated and all proceeds distributed to a charitable organization as has objects which are beneficial to the greater Alberta and Edmonton community. The charity of choice will be decided by majority vote of the remaining members.
  - 127.1 The lending library will be donated to such organization as the members resolve. The organization of choice will be decided by majority vote of the remaining members. Failing which, the library will be liquidated and all proceeds distributed to a charitable organization as has objects which are beneficial to the greater Alberta and Edmonton community. The charity of choice will be decided by majority vote of the remaining members.
  - 127.2 The archives will be donated to the Leather Archives and Museum or other similar organization.
- 128. Dissolution of the EOS requires a Special Resolution of the Membership.
  - 128.1 Following the passing of a Special Resolution to dissolve the EOS, and in the course of liquidating the shares of Lupercalia Inc. which are held in trust for EOS, the trustees of such shares shall be entitled to transfer such shares, without consideration, to a non-profit entity which has objectives similar to those of EOS, provided that all Members in Good Standing of EOS are invited and entitled to become members of such non-profit entity. [Added April 29, 2006]

### **Execution of Documents**

- 129. Signing Authority for External Documents : Deeds, records, receipts, applications, transfers, licences, contracts, and engagements made on behalf of

the EOS with non-EOS members shall be signed by such Officer or Officers who agree to do so, and who the Board has so authorized.

130. Such signatures must necessarily be made by the Officer using their true name, and when so doing, the Officer acts as agent for the Members collectively.
131. Board Authority : Notwithstanding any provisions to the contrary contained in these By-Laws, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract, or obligation of the EOS shall be executed.

### **Liability of Directors and Officers**

132. EOS Members shall jointly indemnify and save harmless every Director or Officer, or their estate, heirs, executors or administrators, and effects, respectively from and against:
  - 132.1 all costs, charges, and expenses whatsoever that are personally sustained or incurred by such Director or Officer during any legal or quasi-legal proceeding that has been brought against him as a result of any act, deed, matter or thing done or permitted to be done, by him or any other Director or Officer in the execution of their official EOS duties; and
  - 132.2 all other costs, charges and expenses which such Director or Officer sustains or incurs in, or about, or in relation to, the execution of their official EOS duties, whether or not related to a legal or quasi-legal proceeding.
133. Notwithstanding the foregoing
  - 133.1 the EOS is not bound to indemnify or save harmless a Director or Officer who suffers a loss occasioned while the Officer or Director was acting outside the proper authority of a Director or Officer, and
  - 133.2 no Member shall be required to contribute to the monetary indemnification of an Officer or Director where the Member has asked that the Minutes record that the Member voted against the act or measure which led to action being taken against the Officer or Director.

### **Amendment of by-Laws**

134. These By-Laws may be rescinded, altered, or added to by Special Resolution of the Membership;
  - 134.1 If the bylaw change is approved by special resolution at the annual general meeting in November, the amended bylaw will take effect on the following January 31. If the bylaw amendment is passed at any other time, the change will take effect in 30 days unless otherwise specified.

135. Upon any rescission, amendment or addition to the By-Laws the Secretary shall ensure that the proper amendments are made.

### **Notice**

136. Whenever under the provisions of the By-Laws of the EOS, notice is required to be given, such notice may be given:
- 136.1 personally;
  - 136.2 by telephone;
  - 136.3 or by written, verbal, or electronic message to the Designated Notice Address as indicated by the member and as it appears on the EOS Administrative Member List.
137. Each Member shall provide the Secretary with a Designated Notice Address, and shall immediately advise the Secretary of any change therein. In the event that a member's Designated Notice Address is found to be inaccurate or abandoned, that Member shall no longer be considered a Member in Good Standing and shall not be entitled to receive further Notices until they provide a current Designated Notice Address.
138. Proof that Notice has been given personally, by telephone, or by other message to the member's Designated Notice Address as indicated in EOS records is prima facie proof that Notice has been delivered and received.

## **PART 8**

### **FINANCIAL MATTERS**

#### **Dues and Fees**

139. The Membership fees shall be fixed by the Board at which time they shall become effective and payable according to this By-Law. These fees shall remain effective until revoked or amended by the Board.
140. The Board may at its discretion authorize:
- 140.1 one or more Members to pay dues on a pro-rated basis, and
  - 140.2 a partial or complete waiver of fees, in a proven case of hardship.
141. The Treasurer shall notify Members of the membership fees at any time payable by them.

### **Disbursements of Funds, Accounting, and Bookkeeping**

142. Withdrawals and Disbursements All withdrawals of EOS funds, cheques, bills of exchange, orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the EOS shall be:
- 142.1 authorized in writing and signed by such Officers as are determined by resolution of the Board, and
  - 142.2 made in such manner as is determined by resolution of the Board.
143. Without limiting the generality of the foregoing, the withdrawal of EOS funds from any account shall require the signatures of two authorized EOS officers.
144. Banking : Securities and funds of the EOS shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions as are approved by Board resolution.
145. Signing Authority Over Accounts and Books : Only those Officers appointed in Article 152 may endorse cheques, notes and drafts for collection on EOS accounts through its bankers for the credit of the members. Alternately, the same may be endorsed "For Collection" or "For Deposit" with the bankers of the EOS by using the EOS rubber stamp for the purpose.
146. Officers appointed in Article 152 may arrange, settle, balance and certify all books and accounts between the EOS and the its bankers, and may receive all paid cheques and vouchers, and sign all the bank's forms or settlement of balances and release or verification slips.

### **Borrowing**

147. The Board shall not borrow against the credit of the EOS without the approval of the general membership.

### **Fiscal Year**

148. Unless otherwise resolved by the Board, the Fiscal Year of the EOS shall commence on the 1st day of January in each year, and shall terminate on the 31st Day of December, in each year.

### **Books and Records**

149. The Board shall ensure that all necessary books and records required by EOS By-Laws, or by any applicable Statute or Law, are regularly and properly kept.

## **PART 9**

### **MEMBER CONDUCT**



## **Member's Personal Obligations to One Another**

150. The sensitive and personal nature of sexuality in general, and of Erotic BDSM in particular, requires that members aspire to the highest personal standards of conduct as between themselves. Therefore the members promise that in all their interactions with one another they shall be honest, candid, discrete, and trustworthy, and seek the same from other Members. Accordingly, the members resolve that member misconduct may result in sanctions being imposed on that member. [AS PER ANNUAL MEETING 2001]

## **Member Misconduct**

151. A member may only be sanctioned if the Board resolves that the member has committed Member Misconduct. Member Misconduct is defined as any act or omission that:
- 151.1 prejudices, offends, or harms the EOS or its Objects;
  - 151.2 prejudices or harms one or more EOS members, where this adversely affects the EOS as a whole
152. Without limiting the generality of the foregoing, Member Misconduct also includes any of the following:
- 152.1 bringing the EOS into general disrepute or notoriety; or
  - 152.2 providing false, or deliberately deficient, or misleading information on enrolment;
  - 152.3 divulging to a non-member the fact of a person's EOS membership, or divulging any confidential and personal information about an EOS member unless:
    - 152.3.1 that person has consented, or
    - 152.3.2 compelled by law to do so, or
    - 152.3.3 it is necessary to prevent a breach of these By-Laws, or
    - 152.3.4 where necessary to perform one's duties as an EOS Officer or Director; or
    - 152.3.5 reasonably justified otherwise.
153. Deleted based on a motion passed at the annual meeting in 2001.
154. Deleted based on a motion passed at the annual meeting in 2001.

## **Sanctions**

155. There are three possible sanctions that may be imposed on a Member for misconduct:
  - 155.1 Censure,
  - 155.2 Suspension, and
  - 155.3 Expulsion.

## **Censure**

156. Censure is simply the expression of disapproval of the member's conduct.
157. Censure is appropriate where a Member has committed an act or omission deserving of sanction, but that after consideration, the members do not reject his or her fellowship, nor do they wish to limit membership privileges.
158. The fact of a Member's having been censured shall be recorded on the Administrative Membership List for a period of 2 years, at which time it shall be permanently erased.

## **Suspension**

159. Suspension is a recorded expression of the membership's disapproval, and is appropriate when a Member's conduct is sufficiently disagreeable that the membership resolves to withdraw its fellowship for a temporary period.
160. While suspended, all Membership privileges cease, and membership dues already paid are not refundable.
161. The fact of a Member's having been suspended shall be recorded on the Administrative Membership List as part of Membership Status for a period of 5 years, at which time it shall be permanently erased.
162. Suspension may not be imposed for longer than one year.

## **Expulsion**

163. Expulsion may be imposed when the Member's conduct is found to be sufficiently offensive as to be incompatible with continued EOS Membership.
164. On being expelled from the EOS:
  - 164.1 all Membership privileges cease; and
  - 164.2 all available membership information about the expelled Member on all EOS Member Lists shall be transcribed to the Expelled Member List, and

- 164.3 all membership information about the expelled Member shall be completely erased from the Master Member List, except for the Membership number, date of admission and the date of expulsion, and
- 164.4 all membership information about the expelled Member shall be erased from the Administrative Member List and the Common Member List.

### **Procedures**

- 165. General : No sanction shall be imposed on a member unless:
  - 165.1 that Member has been informed of the reasons that sanction is being sought,
  - 165.2 that Member has been given the opportunity to respond to accusations, and
  - 165.3 a resolution has been passed by the Board in the first instance, or subsequently by the EOS Members, as specified herein.
- 166. In any proceeding under this Part, the resolution before the meeting shall be: "Did the Member commit an act or omission that is deserving of sanction by the membership?"
- 167. If it is resolved that the Member has committed an act or omission deserving of sanction, the Chairman shall call for further resolutions to determine whether:
  - 167.1 the Member should be expelled, temporarily suspended, or censured, and
  - 167.2 if suspended, to determine the duration of the suspension.
- 168. All such determinations shall be made by Ordinary Resolution.

### **Complaint**

- 169. A Member who believes that another Member has committed an act or omission that deserves sanction by suspension or expulsion from the EOS shall make a written complaint of not more than one page in length, and shall submit it to the Membership Director in strict confidence.
  - 169.1 If the Member against whom a complaint is made is the Membership Director, the complaining member shall submit the written complaint instead to the President, or if the complaint is also against the President, then to the Vice-President.
  - 169.2. In the event of a complaint against an officer or Board member, that officer or Board member shall be excluded from all Board deliberations and responses to the complaint that are specified in Part 9.

### **Initial Review**

170. The member handling the issue with the complainant to determine whether the complaint, if true, might deserve sanction by the EOS membership.
171. If the member handling the complaint is not satisfied that a genuine issue exists that might deserve sanction by the EOS membership, he or she shall:
  - 171.1 advise the complainant, and
  - 171.2 destroy the written complaint.
172. If the member handling the complaint is satisfied that a genuine complaint exists that, if true, might deserve sanction by the EOS membership, he or she shall:
  - 172.1 call an in camera meeting of the Board of Directors to determine whether a sanction should be imposed.
  - 172.2 bring the complaint to the attention of the Member about whom the complaint has been made, and
    - 172.2.1 provide him or her with a copy of the written complaint;
    - 172.2.2 invite him or her to prepare a written response to the complaint, such response to be limited to one page in length;
  - 172.3 give formal notice to the Member about whom the complaint has been made of the provisions in Article 185.
  - 172.4 provide all members of the Board of Directors with copies of both the written complaint and the written response thereto.

### **Board of Directors Meeting - Procedures**

173. The normal rules for a Quorum shall apply.
174. Notwithstanding that a quorum is assembled, the meeting shall not proceed unless:
  - 174.1 the complainant is present, and
  - 174.2 formal Notice of the meeting has been given to the Member about whom the complaint has been made.
175. The person about whom the complaint has been made is entitled to attend the meeting to respond to the accusation, but if he or she fails to attend without a reasonable excuse after having been given notice, the Board is entitled to make a determination in his or her absence.
176. If the Complainant is not present, having been given formal notice of the meeting, the meeting shall be recessed once for a period not exceeding 14 days and Notice shall be given to all those requiring it. If the Complainant fails to attend the

subsequent meeting, the Complaint shall be dismissed.

177. The meeting shall be in camera.
178. The minutes shall be taken as for a committee meeting, and shall not reflect the content of discussions or debate, but rather shall simply record that the meeting has been held, who was in attendance, what motion was placed before the meeting, and the results of the motion.
179. Those present shall be afforded every reasonable opportunity to state their positions.
180. If after a reasonable discussion, the Chairman determines that more information is required before a determination can be made, the meeting may be recessed once for a period not exceeding 14 days.
181. When the Chairman determines that the facts have been ascertained as best as they can be, and that all positions have been expressed, he or she shall call for a vote on the resolution described in Article 176 and if necessary, Article 177.

#### **New Hearing at a General Meeting- Procedures**

182. If either the complainant or the member complained of, or both, should dispute any aspect of the complaint process or its outcome, they may require that the matter be re-heard from the beginning at a General Meeting.
183. The person who seeks the re-hearing shall, within 7 days of the Board meeting that originally dealt with the matter, provide written notice to any Member of the Executive Committee.
184. On receiving such written notice, the President shall call a Special General Meeting of the EOS at which the complaint shall be heard from the beginning by the Members.
185. In such a Meeting, all rules pertaining to Notices and Quorums for General Meetings apply. Otherwise the procedures shall be as for a Board Meeting dealing with a complaint, except that:
  - 185.1 the Meeting is not in camera, and
  - 185.2 where it is found that this Appeal to the membership was frivolous or groundless, the meeting may, on a proper motion, resolve to sanction the Member who brought the Appeal.
186. A resolution by the membership to sanction or to not sanction shall be final and binding.

THE MEMBERS APPROVE THESE BY-LAWS this \_\_\_\_\_ day of \_\_\_\_\_, 1997.

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President of the EOS

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Secretary of the EOS