


CAROL PREST

1. MEMBERSHIP

1.1. FULL MEMBERS

- 1.1.1. A full member is defined as an individual person, which:
- 1.1.2. Adheres to the Society's mission statement and by-laws.
- 1.1.3. Is engaged in non-proselytizing international development activities in developing countries and/or with international development education for the public, primarily in Afghanistan, or involved in assistance for Afghan women located elsewhere in the world.
- 1.1.4. Has the capacity and willingness to provide representation to and participation in the necessary activities of the Society.
- 1.1.5. The Board of Directors may at its sole discretion choose to waive membership fees for a specific proposed member by majority vote of the Board.
- 1.1.6. An individual person full member supports the mission statement and by-laws of the Society. The Society reserves the right to request references of applicants for individual membership.
- 1.1.7. An individual person full member will pay an annual membership fee and will receive the Society's communications and newsletters. These members are invited to attend the Society's membership meetings and events, but will not be eligible for travel subsidies. Individual members may not act as official representatives of the Society, except when designated in advance as such by a vote of the Board.

1.2. AFFILIATE MEMBERS

- 1.2.1. An affiliate member is defined as an organization, group, coalition, institution or private sector enterprise which supports the mission statement and by-laws of the Society but
 - 1.2.1.1. does not choose to be a full member, or

- 1.2.1.2. does not currently fulfill all the criteria for full membership.
- 1.2.2. An affiliate member will pay an annual membership fee and will receive the Society's communications and newsletters. These members are invited to attend the Society's membership meetings and events, but will not be eligible for travel subsidies. Affiliate members may not act as representatives of the Society and are not eligible to vote at membership meetings.
- 1.2.3. The Board of Directors may choose to waive membership fees for a specific proposed Affiliate Member by majority vote of the Board.

1.3. CESSATION OF MEMBERSHIP

- 1.3.1. Any member who wishes to withdraw from membership in the Society shall notify the Society in writing to that effect and on receipt of such notice shall cease to be a member.
- 1.3.2. Cessation of membership shall in no way relieve a (former) member of any obligations to the Society by virtue of its having been a member except by special resolution of the Board to this effect.

1.4. EXPULSION FROM MEMBERSHIP

- 1.4.1. Once all internal processes for communication and/or conflict resolution have been met, the Society reserves the right to expel or suspend members from the Society for just cause when there has been:
 - 1.4.1.1. Conduct that is determined by the members to be improper, unbecoming or likely to endanger the interests and reputation of the Society, and/or
 - 1.4.1.2. Willful breach of the Constitution and by-laws of the Society.
- 1.4.2. A 2/3 vote of the Board of Directors is necessary to expel or suspend a member. The member must be notified, in advance, of the resolution to be presented to members at the next meeting of the Board of Directors.

2. PARTICIPATION

2.1. REPRESENTATION

- 2.1.1. An individual person member shall represent themselves.
- 2.1.2. An affiliate member that is a non-profit organization or corporation shall appoint a designated representative and up to two alternates to act on its behalf and exercise its rights as designated by membership category. A representative and alternates shall be prepared to serve on designated committees of the Society. Notification of appointment shall be prepared in writing and filed with the secretary of the Society.

2.2. VOTING RIGHTS

- 2.2.1. A full member may participate at all meetings of the Society and have only one vote.
- 2.2.2. An affiliate or member shall be entitled to participate on all committees and groupings and at General or Annual General Meetings of the Society but shall not have the right to vote.

2.3. MEMBERSHIP FEES

- 2.3.1. Members shall pay an annual fee which shall be set at the Annual General Meeting.
- 2.3.2. Members shall be deemed to be in good standing upon payment of their membership fee.
- 2.3.3. The Society shall reserve the right to waive the payment of annual membership fees for women who are domestic residents of Afghanistan, or Afghan citizens resident in other countries, and actively engaged in the society's educational, international development or sports projects.
- 2.3.4. The Society shall reserve the right to waive or reduce the payment of annual membership fees for qualified low income members.

2.4. ADMINISTRATIVE REQUIREMENTS

- 2.4.1. All members shall provide to the Society information related to their qualifications for membership or other administrative information as requested and/or required.
- 2.4.2. All members shall report to the Society any change in status regarding their eligibility criteria as outlined in sections 1.1 and/or 1.2. Such change will be addressed by the Board and reported to the members at the next General or Annual General Meeting.

2.5. MEETINGS

- 2.5.1. The Society shall convene an Annual General Meeting and may convene other General Meetings of members, each fiscal year.
- 2.5.2. General Meetings of the Society shall be called by written notice either mailed or sent by electronic means to all members at least 30 days in advance of the meeting date.
- 2.5.3. Emergency meetings may be called by the Board and/or 10% of the voting members. The purpose of the emergency meeting shall be submitted in writing to the secretary of the Society. The secretary shall notify members at least seven days in advance of the meeting date. No business other than that stated in the call will be transacted.
- 2.5.4. Quorum shall be at least 25% of members in good standing and who are eligible to vote.
- 2.5.5. The presence of a Member or Director at an Annual General Meeting shall be either via in person attendance, teleconference, or video-conference, at the discretion of the individual attendee.
- 2.5.6. Whenever practicable, the Board shall endeavour to schedule the Annual General Meeting at a date and time that is suitable and most convenient for attendance by persons located in a common North American time zone, and also for attendance by any members that may be located in the Afghanistan time zone

(GMT +4:30).

- 2.5.7. If a meeting fails for lack of a quorum, notice shall be given that the meeting will be re-convened on a later date to be determined by those members present.
- 2.5.8. Voting shall be by ballot or show of hands at the option of the majority of voting members present.
- 2.5.9. A member may vote by proxy executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary of the Society before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

2.6. AMENDMENTS TO CONSTITUTION AND BY-LAWS

- 2.6.1. Notice of motion to amend the Society's constitution and by-laws must be communicated to the Members' designated email addresses, sent to the members at least two calendar weeks before the meeting at which it shall be considered.

3. COMMUNICATIONS

- 3.1. The Society shall default to the use of electronic communications (e-mail) for all membership notices, other notices and scheduling of Annual General Meetings, board meetings and special meetings.
 - 3.1.1. Each Director shall provide to the Society and to the other Directors a single specific e-mail address designated for all official correspondence.
 - 3.1.2. Each member shall provide to the Society a single specific e-mail address designated for all correspondence, the receipt of notices of meetings, membership notices and any other communications which the Society may send to the member.
 - 3.1.3. For the purposes of Board meetings, Annual General Meetings or Special meetings, the default voting method shall be

electronic and not by paper ballot. This is defined as the attendance of a Director or a Member by teleconference, videoconference or other voice/video interactive electronic communications method at a meeting, by which they may indicate their vote by show of hands or verbal vote.

- 3.1.4. For all other purposes and projects, in general, the Society shall endeavour to use electronic communications for purposes such as newsletters, communications with media and partner organizations, government and regulatory bodies, and so forth. The Society shall use paper-based mailed communications where defined by statute as necessary for communications with government bodies.
- 3.1.5. By the consent of a 2/3 vote of the Board of Directors, the Board may choose to implement electronic voting methods such as are considered acceptable, secure and highly reliable by electronic information security professionals.

4. BOARD OF DIRECTORS

- 4.1. The affairs of the Society shall be managed by a Board of Directors, hereinafter referred to as the Board. The Board shall be composed of no fewer than three and no greater than eleven directors.
- 4.2. The Board shall be representational of the Society's membership and mission. Any representative or designate of a full member, or individual person full member in good standing may stand for election to the Board.
- 4.3. Any person elected to the Board shall not represent themselves but will represent the Society for duties exercised as a director of the Society.
- 4.4. Any candidate for election to the board or re-election to the Board shall communicate to the members (as defined in S3.1) a written statement of interest at least two weeks in advance of the next Annual General Meeting.
- 4.5. Each director shall serve a two-year term. Directors may serve no more than three consecutive terms. However, in order to ensure continuity and lessen the impact of turnover, the Board has the power to recommend a fourth two-year term (eight consecutive years in total) in

exceptional circumstances.

- 4.6. Election shall be by show of hands unless a pre-defined balloting procedure is specified by a vote of the Board at least two weeks in advance of the election.
- 4.7. The Board shall consist of a chair, co-chair, secretary, treasurer, and members-at-large.
- 4.8. Meetings of the Board shall be held regularly as determined by the Board.
- 4.9. Notice of Board meetings shall be sent at least seven days in advance to all directors except in those cases where an emergency Board meeting may be deemed necessary and can be called one day in advance.
- 4.10. Quorum shall be fifty percent of the members of the Board.
- 4.11. The board chair normally does not vote, unless to break a tie.
- 4.12. Any Director may resign at any time by delivering written notice to the Chair or the Secretary at the registered office of the Society, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 4.13. A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors. A Director so elected to fill a vacancy shall serve until the next annual meeting at which time the membership will vote on a Director to fill the unexpired term of his or her predecessor in office if any.
- 4.14. These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Societies Act, pay remuneration to a director for services provided by the director to the Society in another capacity.
- 4.15. The default attendance format for a meeting of the Board of Directors shall be by teleconference or videoconference. In person attendance of board meetings may only be required if said meeting is scheduled more than three weeks in advance by a prior 2/3 vote of the Board of

Directors.

- 4.16. A director may be removed by Special Resolution of the Board, additionally, any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Society would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- 4.17. The Chair shall be the chief executive officer of the Society, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the Society. The Chair shall preside over meetings of the members and the Board. The Chair may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Society or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the Chair shall perform all duties incident to the office of Chair and such other duties as are assigned to him or her by the Board from time to time.
- 4.18. In the event of the death of the Chair or his or her inability to act, the Co-Chair (or if there is more than one Co-Chair, the Co-Chair who was designated by the Board as the successor to the Chair, or if no Co-Chair is so designated, the Co-Chair whose name first appears in the Board resolution electing officers) shall perform the duties of the Chair, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the Chair. Co-Chairs shall have, to the extent authorized by the Chair or the Board, the same powers as the Chair to sign deeds, mortgages, bonds, contracts or other instruments. Co-Chairs shall perform such other duties as from time to time may be assigned to them by the Chair or the Board.
- 4.19. The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Society; (d) keep records of the e-mail and post office address and class, if applicable, of each member and Director and of the name and e-mail and post office address of each officer; (e) sign with the Chair, or other officer authorized by the Chair or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned

to him or her by the Chair or the Board.

- 4.20. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for moneys due and payable to the Society from any source whatsoever, and deposit all such moneys in the name of the Society in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

5. FINANCES

- 5.1. The financial accounts of the Society shall be audited by professional accountants at a recognized level of accounting that reflects the level of activities, needs, obligations, and capacity of the Society for the current fiscal year and shall be submitted for approval to each Annual General Meeting.
- 5.2. The Society shall have borrowing powers and shall be entitled to raise funds upon security or mortgage of its property or otherwise as the Board may decide but in compliance with the Societies Act.
- 5.3. The board of directors shall set the fiscal year for the society.

6. ADMINISTRATIVE PROVISIONS

- 6.1. The Society shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and e-mail and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the Society shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the members.

7. RULES OF PROCEDURE

7.1. The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

8. SEAL

8.1. The Society seal shall be kept in the custody of the secretary and shall not be affixed to any document unless in the presence of two directors, one of whom shall be either the chair or the vice-chair.

9. CODE OF ETHICS

9.1. Women Leaders of Tomorrow endorses the WLT Code of Ethics and agrees to comply with its practices of ethical conduct.