

# **South Peace Regional Archives Society**

## **BYLAWS**

### **Article 1 – Preamble**

#### **1.1 The Society**

The name of the society is the South Peace Regional Archives Society, which may also be known as the Society.

#### **1.2 The Bylaws**

The following articles set forth Bylaws of the South Peace Regional Archives Society.

### **Article 2 – Membership**

#### **2.1 Classification of Members**

There are three categories of Members:

- a. Full Members
- b. Associate Members
- c. Honourary Members

##### **2.1.1 Full Members**

To become a Full Member, an individual or organization must:

- a. support the objects of the society
- b. pay the annual membership fees for Full Members

##### **2.1.2 Associate Members**

To become an Associate Member, an individual or organization must:

- a. support the objects of the society
- b. pay the annual membership fees for Associate Members.

##### **2.1.3 Honourary Members**

Qualifications for Honourary members will be determined by the Board.

#### **2.2 Admission of Members**

Any individual who becomes a Member will be entered under the appropriate category in the Register of Members kept at the Registered Office of the Society.

#### **2.3 Membership Fees**

##### **2.3.1 Membership year**

The membership year is January 1 to December 31.

### 2.3.2 Setting Membership Fees

Membership Fees in the Society shall be determined from time to time by the Board, to be ratified by the members at the Annual General Meeting (AGM).

2.3.3 The annual membership fees are due on or before January 1 of every year.

## **2.4 Rights and Privileges of Members**

2.4.1 Any Full Member in good standing is entitled to:

- a. receive communications from the Society, including notice of meetings
- b. attend any meeting of the Society;
- c. speak at any meeting of the Society;
- d. vote at any meeting of the Society; and
- e. run for office in the Society.

2.4.2 Any Associate Member in good standing is entitled to all the rights and privileges of a Full Member, but is not entitled to vote or run for office.

2.4.3 Any Honourary Member is entitled to all the rights and privileges of a Full Member, but is not entitled to vote or run for office.

### 2.4.4 Number of Votes

A voting Member is entitled to one (1) vote at a meeting of the Society.

### 2.4.5 Member in Good Standing

A Member is in good standing when:

- a. the Member has paid membership fees or other required fees to the Society;
- b. the Member is not suspended as provided for under Article 2.5.

## **2.5 Termination of Membership**

### 2.5.2 Resignation

Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.

### 2.5.3 Expulsion

The Society may, upon thirty (30) days notice in writing to a Member, by Special Resolution at a General Meeting, expel any Member for any cause which is deemed sufficient in the interests of the Society. This decision is final.

## **2.6 Transmission of Membership**

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

## **2.7 Continued Liability for Debts Due**

Although a Member ceases to be a Member, by death, resignation or otherwise, he is liable for any debts owing to the Society at the date of ceasing to be a member.

## **2.8 Limitation on the Liability of Member**

No Member is, in his individual capacity, liable for any debt or liability of the Society.

## **Article 3 – Meetings of the Society**

### **3.1 The Annual General Meeting (AGM)**

3.1.1 The Society holds its AGM no later than March 31 of each calendar year, in the South Peace Region of Alberta. The Board sets the place, day and time of meeting.

3.1.2 The Secretary mails or delivers a notice to each Member at least twenty-one (21) days before the AGM. This notice states the place, day and time of the AGM, and any business requiring a Special Resolution.

3.1.3 Agenda for the Meeting

The AGM deals with the following matters:

- a. adopting the agenda;
- b. adopting the minutes of the last AGM;
- c. considering the President's report;
- d. reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- e. appointing the auditors
- f. electing the President;
- g. electing the Members of the Board;
- h. considering matters specified in the meeting notice.

3.1.4 Quorum

Attendance by 20% of the Full Members in good standing at the AGM is a quorum.

### **3.2 Special General Meeting of the Society**

3.2.1 Calling of Special General Meeting

A Special General meeting may be called at any time:

- a. by a resolution of the Board of Directors to that effect; or
- b. on the written request of at least five (5) Directors; or
- c. on the written request of at least one-third (1/3) of the Voting Members.

### 3.2.2 Notice

The Secretary mails or delivers a notice to each member at least twenty-one (21) days before the Special General Meeting. The notice must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting, as well as the place, date, time and purpose of the Special General Meeting.

### 3.2.3 Agenda for Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

### 3.2.4 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the AGM.

## **3.3 Proceedings at the Annual or a Special General Meeting**

### 3.3.1 Attendance by the Public

General Meetings of the Society are open to the public.

### 3.3.2 Failure to Reach Quorum

The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

### 3.3.3 Presiding Officer

3.3.3.1 The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.

3.3.3.2 If neither the President nor the Vice-President is present within one-half (1/2) after the set time for the General Meeting, the Members present choose one (1) of the Members to chair.

3.3.4 Robert's Rules of Order shall be the parliamentary authority for matters of procedure not specifically covered by these Bylaws.

### 3.3.5 Adjournment

3.3.5.1 The President may adjourn any General Meeting with the consent of the Members at the meeting.

### 3.3.6 Voting

3.3.6.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it.

3.3.6.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

3.3.6.3 A Voting Member may not vote by proxy.

3.3.6.4 A simple majority of the votes cast by the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

3.3.6.5 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

3.3.6.6 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

### **3.4 Written Resolution of All the Voting Members**

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

## **Article 4 – The Government of the Society**

### **4.1 The Board of Directors**

#### **4.1.1 Governance and Management of the Society**

The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

#### **4.1.2 Powers and Duties of the Board**

The Board has the powers of the Society, except as stated in the Societies Act.

The powers and duties of the Board include:

- a. Promoting the objects of the Society;
- b. Promoting membership in the Society;
- c. Hiring employees to operate the Society;
- d. Regulating employees' duties and setting their salaries;
- e. Maintaining and protecting the Society's assets and property;
- f. Approving an annual budget for the Society;
- g. Paying all expenses for operating and managing the Society;
- h. Paying persons for services and protecting persons from debts of the Society;
- i. Investing any extra monies;
- j. Financing the operations of the Society, and borrowing or raising monies;
- k. Making policies for managing and operating the Society;

- l. Approving all contracts for the Society;
- m. Maintaining all accounts and financial records of the Society;
- n. Appointing legal counsel as necessary;
- o. Making policies, rules and regulations for operating the Society and using its facilities and assets;
- p. Selling, disposing of, or mortgaging any or all of the property of the Society; and
- q. Without limiting the general responsibility of the Board, delegating its powers and duties to the paid administrator of the Society.

#### 4.1.3 Composition of the Board

The Board consists of a maximum of 11 directors:

- a. the President
- b. seven (7) to nine (9) Directors-at-large, three (3) of which may be filled by appointment from the three major funding municipalities, the remaining to be elected at the AGM from among the Full Members; and
- c. the immediate Past President.

#### 4.1.4 Election of the Directors and the President

4.1.4.1 At the AGM of the Society, the Voting Members elect the President, and up to nine (9) directors for three year terms.

#### 4.1.5 Resignation, Death or Removal of a Director

4.1.5.1 A Director, including the President and immediate Past President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

4.1.5.2 Voting Members may remove any director or officer, including the President and the immediate Past President, before the end of his term. There must be a majority vote at a Special General Meeting called for this purpose.

4.1.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President, which remains vacant until the next AGM.

#### 4.1.6 Meetings of the Board

4.1.6.1 The Board holds a minimum of four (4) meetings each year.

4.1.6.2 The President calls the meetings. The President also calls a meeting if any two (5) Directors make a request in writing and state the business of the meeting.

- 4.1.6.3 Ten (10) days' notice for Board meetings is mailed to each Board member. There may be five (5) days' notice by phone/fax/e-mail. Board Members may waive notice.
- 4.1.6.4 50% of the current Board of Directors constitutes a quorum at any Board meeting.
- 4.1.6.5 Each Director, including the President and the Past President, has one (1) vote.
- 4.1.6.6 The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 4.1.6.7 Meetings of the Board are open to Members of the Society, but only the Directors may vote. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- 4.1.6.8 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- 4.1.6.9 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.

## **4.2 Officers**

- 4.2.2 The Officers of the Society are the President, Vice-President, Secretary and Treasurer. The office of the Secretary and the Treasurer, or of the Treasurer and the Vice-president, may be filled by one person if the Board so decides.
- 4.2.3 At its first meeting after the AGM, the Board elects from among the Directors all Officers, except the President, for the following year.
- 4.2.4 The Officers hold office until re-elected or until a successor is elected.

## **4.3 Duties of the Officers of the Society**

### **4.3.2 The President**

- Supervises the affairs of the Board;
- When present, chairs all meetings of the Society and the Board;
- Is an ex officio member of all Committees, except the Nominating Committee;
- Acts as the spokesperson for the Society;
- Carries out other duties assigned by the Board.

### **4.3.3 The Vice President**

- Presides at meetings in the President's absence. If the Vice President is absent, the Directors elect a Chairperson for the meeting.
- Replaces the President at various functions when asked to do so by the President or the Board;

- Carries out other duties assigned by the Board.

#### 4.3.4 The Secretary

- Attends all meetings of the Society and the Board and keeps accurate minutes of these meetings;
- Has charge of the Board's correspondence;
- Makes sure a record of names and addresses of all Members of the Society is kept;
- Makes sure all notices of various meetings are sent;
- Makes sure all annual fees are collected and deposited;
- Files the Annual Return, Changes in the Directors of the organization, Amendments in the Bylaws, and other incorporating documents with the Corporate Registry; and
- Carries out other duties assigned by the Board.

#### 4.3.5 The Treasurer

- Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- Makes sure an audited statement of the financial position of the Society is prepared and presented to the AGM;
- Carries out other duties assigned by the Board.

#### 4.3.6 The Past President

- Carries out any duties assigned by the Board.

### **4.4 Board Committees**

The Board may appoint both Standing and Ad Hoc committees to advise the Board.

### **4.5 The Archivist/Administrator**

4.5.1 The Board may hire an Archivist/Administrator to carry out assigned duties.

4.5.2 The Archivist/Administrator reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Archivist/Administrator does not vote at any meeting.

4.5.3 The Archivist/Administrator acts as the administrative officer of the board in

- Attending board and other meetings as required;
- Hiring, supervising, evaluating and releasing all other paid staff;
- Interpreting and applying the Board's policies;



- Keeping the Board informed about the affairs of the Society;
- Maintaining the Society's books;
- Preparing budgets for Board approval;
- Planning programs and services based on the Board's priorities; and
- Carrying out other duties assigned by the Board.

## **Article 5 – Finance and Other Management Matters**

### **5.1 The Registered Office**

The Registered Office of the Society is located in Grande Prairie, Alberta. Another place may be established at the AGM or by resolution of the Board.

### **5.2 Finance and Auditing**

5.2.1 The fiscal year of the Society ends on December 31 of each year.

5.2.2 There must be an audit of the books, accounts and records of the Society at least once each year.

A qualified accountant appointed at each AGM must do this audit. At each AGM of the Society, the auditor submits a complete statement of the books for the previous year.

### **5.3 Cheques and Contracts of the Society**

5.3.1 The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques. The Board may authorize the Archivist/Administrator sign cheques for certain amounts and circumstances.

5.3.2 All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

### **5.4 The Keeping and Inspection of the Books and Records of the Society.**

5.4.2 The original minute books shall be kept at the Registered Office of the Society. This record contains minutes from all meetings of the Society and the Board.

5.4.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or law.

5.4.4 A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his intention to do so.

5.4.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office.

5.4.6 All financial and other records of the Society are open for inspection by the Members, except for records that the Board designates as confidential.

## **5.5 Borrowing Powers**

- 5.5.2 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 5.5.3 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

## **5.6 Payments**

- 5.6.2 No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.
- 5.6.3 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

## **5.7 Protection and Indemnity of Directors and Officers.**

- 5.7.2 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 5.7.3 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the society, unless the act is fraud, dishonesty or bad faith.
- 5.7.4 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

## **Article 6—Amending the Bylaws**

- 6.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special General Meeting of the Society.
- 6.2 The twenty-one (21) days' notice of the Annual General or Special General Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 6.3 The amended bylaws take effect after approval of the Special Resolution at the AGM or Special General meeting and accepted by the Corporate Registry of Alberta.



