

## **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 the Bylaws of the South Peace Regional Archives Society.

### **Article 2 – Membership**

#### **2.1 Classification of Membership**

There are three (3) categories of Members.

- a. Full Members
- b. Life 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 Life Members**

To become a Life Member, an individual or organization must

- a. support the objects of the Society
- b. pay a onetime fee for Life Members that shall be determined from time to time by the
- c. Board of Directors, to be ratified by the members at the Annual General Meeting (AGM).

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

To become a Honourary Member, an individual or organization must

- a. support the objects of the Society
- b. be selected for the honour by the Board of Directors

#### **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 of Directors. All changes in membership fees will be ratified by the members at the Annual General Meeting (AGM).

## **2.4 Rights and Privileges of Membership**

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

### **2.4.1 Any Full Member in good standing is entitled to:**

- a. receive communication 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 the AGM or Special General Meeting of the Society
- e. run for office in the Society

### **2.4.2 Any Life Member in good standing is entitled to**

- a. receive communication 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 the AGM or Special General Meeting of the Society
- e. run for office in the Society

**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 fees required by the Society
- b. the Member is not suspended as provided for under Article 2.5

## **2.5 Termination of Membership**

### **2.5.1 Resignation**

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

### **2.5.2 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. The decision is final.

### **2.5.3 Unpaid Fees**

A member is not in good standing if the member fails to pay the member's annual membership dues. The member is not in good standing for so long as those dues remain unpaid.

## **2.6 Transmission of Membership**

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

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

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

**3.1.1** The Annual General Meeting of the Society shall be held within the first six months of each calendar year at such time and place in the city as the Board may decide, to vote on the reports of the previous year's activities and to transact such other items of business as may come before the Board.

**3.1.2** Notice in writing of the Annual General Meeting or Special Meetings shall be made by mail, public posting or email not later than twenty-one (21) days prior to the proposed date of the meeting.

#### **3.1.3 Agenda for the Meetings**

All business to be transacted at an Annual General Meeting shall include: Financial Reports, Auditor Reports, Reports of the President and the Executive Director, and the election of the Executive. Special business or a special resolution may be passed at an Annual General Meeting provided the prerequisite notice has been given.

#### **3.1.4 Quorum**

Attendance by 10% of the Full Members and Life Members in good standing at the AGM is a quorum.

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

#### **3.2.1 Calling of a Special Meeting**

A Special Meeting may be called at any time

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

#### **3.2.2 Notice**

Written notice by mail, email or hand will be given to the membership 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 at the Special General Meeting**

Only the matter(s) set out in the notice of 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 Special General Meetings**

#### **3.3.1 Attendance by the Public**

All 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 scheduled 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 absence of the President.

**3.3.3.2** If neither the President nor the Vice President is present within one-half (1/2) hour 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 the bylaws.

#### **3.3.5 Adjournment**

**3.3.4.1** The President may adjourn any General Meeting with the consent of a majority of the Members present 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 vote 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 decided 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. The statement is final, and does not have to include the number of votes for and against a resolution.

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

### **3.3.7 Alternate Communications**

If the Society chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the policies and procedures of the Society. A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the policies and procedures of the Society, by means of any telephonic, electronic or other communication facility that the Society has made available for that purpose.

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

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting and 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 Governance of the Society**

### **4.1 The Board of Governors**

#### **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 Executive Director to carry out management functions under the direction and supervision of the Board.

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

The Board shall:

- a.** promote the objects of the Society
- b.** promoting membership in the Society
- c.** set policy affecting the Society
- d.** manage all assets, liabilities, investments, and properties of the Society
- e.** make such rules and regulations as it deems proper, provided that such rules and regulations are not inconsistent with the By-Laws
- f.** approve the annual budget for the Society
- g.** finance the operation of the Society, and borrow or raise monies
- h.** approve all contracts for the Society
- i.** maintain all accounts and financial records of the Society
- j.** appoint legal counsel, as necessary
- k.** without limiting the general responsibility of the Board, delegate its powers and duties to the Executive Director of the Society

#### **4.1.3 Composition of the Board**

The Board consists of Directors to include the following:

- a.** Directors elected at the AGM representing 75% of the Board's composition and including the President, the immediate Past President, and Directors at large. The Executive Director shall be an ex-officio member.
- b.** Directors appointed from the major funding municipalities representing 25% or less of the Board's composition.

#### **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 Directors for three (3) 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) months' notice in writing. The resignation takes effect either at the end of the months' 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 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 current President's term is completed.

**4.1.5.4** Any Board member who fails to attend three (3) consecutive meetings of the Society without submitting just reasons for absences shall, subject to review of the Executive Committee, cease to be a member.

**4.1.5.5** Members shall hold no more than one elected office at a time.

**4.1.5.6** A member holding an elected position who has served more than half a term in that position is considered to have served a full term.

#### **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 (2) Directors make a request in writing and state the business of the meeting.

**4.1.6.3** Ten days' (10) notice for Board meetings is required if mailed to each Board Member. There may be five (5) days' notice by phone, fax, or email. Board members may waive notice.

**4.1.6.4** 40% of the current Board of Directors constitutes a quorum at any Board meeting.

**4.1.6.5** Each Director, including the President and 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 was 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 of the Society, 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**

**4.2.1** The officers of the Society are the President, Vice President, Secretary, and Treasurer. The office of Secretary and Treasurer, or of the Treasurer and the Vice President, may be filled with one person if the Board so decides.

**4.2.2** At the first meeting after the AGM, the Board elects all the Officers of the Board except the President from among the Directors.

**4.2.3** The Officers hold office until re-elected or until a successor is elected.

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

**4.3.1** The President shall:

- a.** endeavor to attend all meetings of the Society and preside over the meetings
- b.** be the official spokesperson for the Society; he/she may delegate such power in regard to public pronouncements to an active member of the Society
- c.** be an ex-officio member of every committee, with the exception of the Nomination Committee
- d.** act at all times in accordance with the lawful directives of the Board
- e.** execute all contracts and other documents binding upon the Society provided; however, that he/she may designate others to execute the same in his/her absence or under such terms and conditions as he/she may prescribe

**4.3.2** The Vice President shall:

- a.** preside over the meetings of the Society in the President's absence. If the President and Vice President are absent, the Directors may elect a Chairperson for the meeting
- b.** replace the President at Society functions, as requested by the President
- c.** do all things reasonably required of them by the President for the better functioning of the Society
- d.** carry out other duties assigned by the Board.

#### **4.3.3 The Secretary shall:**

- a. be responsible for taking the minutes of meetings
- b. ensure that all documents relating to meetings are kept on file at the registered address of the Society
- c. ensure that the society registration documents are filed annually
- d. be responsible for the Board's correspondence and membership records
- e. carry out other duties as assigned by the Board

#### **4.3.4 The Treasurer shall:**

- a. be responsible for the maintenance of all required books of account and financial record
- b. establish and maintain adequate systems for the control of all expenditures
- c. prepare or have prepared under his/her direction the proposed budget and its presentation by him/her to the Board for approval or amendment
- d. maintain the Society within the expenditures of the accepted budget or within such alterations thereof as the Board may lawfully make
- e. establish and maintain adequate systems to ensure that the funds of the Society are properly received adequately protected, and properly deposited and accounted for in accordance with normal accounting procedures
- f. carry out other duties as assigned by the Board

#### **4.3.5 The Past President shall:**

- a. assist the President with Board recruitment, orientation, training, and development
- b. carry out other duties as assigned by the Board

### **4.4 Board Committees**

The Board may appoint both Standing and Ad Hoc committees to advise the Board or to forward the Strategic Goals of the Society.

### **4.5 The Executive Director of the Society**

**4.5.1** The Board may hire an Executive Director to carry out assigned duties

**4.5.2** The Executive Director reports to and is responsible to the Board and acts as an advisor to the Board and all Board Committees. The Executive Director does not vote at any meetings.

#### **4.5.3 The Executive Director shall:**

- a. be the Administrative Officer over all activities of the Society
- b. be responsible to the Board for the general supervision, direction and control of the Society
- c. be responsible to the Board to ensure all paid employees and volunteers of the Society perform their duties and responsibilities
- d. directly responsible to the Board for activities, occurrences, and matters relating to the operation of the Society
- e. interpret and apply the Board's policies
- f. carry out all duties and responsibilities as outlined in the Executive Director job description
- g. carry out other duties as assigned by the Board



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

### **5.1 The Registered Officers**

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** The books, accounts and records of the Society shall be reviewed on an annual basis by an appointed auditor or by two members of the Society elected for that purpose at the Annual General Meeting. Complete and proper financial statements of the previous year shall be presented at the Annual General Meeting of the Society for approval.

### **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 Executive Director to sign cheques for certain amounts and circumstances.

**5.3.2** All contracts of the Society must be signed by 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**

**5.4.1** 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.

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

**5.4.3** The books and records of the Society may be inspected by a member at the Annual General Meeting or at any time upon giving reasonable notice and arranging time satisfactory to the Officer(s).

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

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

### **5.5 Borrowing Power**

For the purpose of carrying out its objects, the Society may borrow or raise funds in such a manner as it thinks fit; however, in no case shall debentures or charges on real or personal property be issued or made without the sanction of a special resolution of the Society.

## **5.6 Payments**

**5.6.1** No Member, Director, or Officer of the Society receives any payment for his or her services as a Member, Director, or Officer.

**5.6.2** 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**

**5.7.1** Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs and charges that result from any act done in his or her role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

**5.7.2** 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 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 or her role for the Society, unless the act is fraud, dishonesty, or bad faith.

**5.7.3** 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 Meeting or Special General Meeting of the Society.

**6.2** The twenty-one (21) days' notice of the Annual General Meeting 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 acceptance by the Corporate Registry of Alberta.

## **Article 7 – Rules and Regulations**

The Board shall have the full power to make such rules and regulations, including the creation and amendment of a constitution, as it may from consider necessary for the government and well-being of the Society and the conduct generally of its members. The rules and regulations shall not be inconsistent with the Bylaws and the provisions of the Societies Act.

## **Article 8 – Political Statements**

No Board Member, Committee Member, Volunteer or Staff Member shall make political statements on behalf of the Society without prior approval of the Board of Directors.

**Article 9 – Seal**

The South Peace Regional Archives Society does not have a seal.

**Article 10 – Distributing Assets and Dissolving the Society**

**10.1** The Society does not pay any dividends or distribute its property among its Members.

**10.2** If the Society is dissolved, its archival records on deposit will be returned to the municipal governments. All other archival records in its custody, and any funds or assets remaining after paying all debts, will be transferred to an incorporated organization with similar goals. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Society.

DATED at the City of Grande Prairie, in the Province of Alberta, this 26<sup>th</sup> Day of September 2020

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