

# THE EDMONTON AND DISTRICT HISTORICAL SOCIETY

## BYLAWS

### ARTICLE I – INTERPRETATION

- 1.1 In these bylaws:
  - 1.1.1 “Society” means the Edmonton and District Historical Society;
  - 1.1.2 “Act” means the Societies Act then in force in the Province of Alberta;
  - 1.1.3 “Board of Directors” or “Board” means the Board of Directors established by these bylaws and “Director” means a person then holding a position on the Board;
  - 1.1.4 “member” means a person who has applied for and been granted membership in the Society and remains in good standing, and “membership” has a corresponding meeting.
  - 1.1.5 “officer” means the President, the Vice-President, the Secretary and the Treasurer.
  - 1.1.6 “person” means a natural person;
  - 1.1.7 “special resolution” has the same definition as contained in the Act, as described in Appendix A to these bylaws; and
  - 1.1.8 words importing the singular include the plural and *vice versa*, and words importing the masculine include the feminine and *vice versa*.

### ARTICLE II – MEMBERSHIP

- 2.1 Any person who supports the objects of the Society may apply for membership in accordance with the policy established, from time to time, by the Board. Upon approval of the application by the Board or its designate, and payment of the membership fee, the person shall become a member of the Society. A member of the society is entitled to attend every annual general meeting and general meeting of the membership and to vote on any question arising at such meeting.
- 2.2. An organization that supports the objects of the Society may apply for Affiliate membership in accordance with the policy established, from time to time, by the Board. Upon approval of the application by the Board or its designate, and payment of the Affiliate membership fee, the organization shall become an Affiliate member.

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Article 2.2 continued....

An Affiliate member is entitled to attend every annual general meeting and general meeting of the membership but shall not have the right to vote.

2.3. The Board may, from time to time, award an Honorary Membership or Honorary Life Membership in the Society.

2.3.1 Honorary Memberships may be granted to persons or organizations that have contributed significantly to historical preservation in northern Alberta. Honorary Members may attend any meeting of the Society but shall not have the right to vote. Honorary Members shall not be required to pay any membership fee.

2.3.2 Honorary Life Memberships may be granted to persons who are, or have been, members of the Society and who have contributed long and distinguished service to the Society. Honorary Life Members shall have all the privileges of a member but shall not be required to pay any membership fee.

2.4. Membership fees shall be established, from time to time, by the Board of Directors and shall come into effect only after they have been ratified by the members at a general meeting of the Society.

2.5. Membership in the Society terminates:

2.5.1 upon written resignation sent to the Secretary, which resignation shall become effective upon receipt;

2.5.2 upon the death of a member;

2.5.3 upon approval of a resolution by the Board to terminate a person's membership, provided that the member has been given at least 10 days' notice of the intention that such a resolution will be considered, and that the member has been given the opportunity to speak to the resolution, in person, in writing, or by agent;

2.5.4 upon failure to pay any dues or assessment within three months of their becoming due.

2.6 A person whose membership was terminated by resolution of the Board may appeal the termination to the membership by giving written notice to the Secretary. The appeal shall be heard and decided at the next general meeting of the membership. The person filing the appeal is entitled to be present at that meeting and to address the membership before the appeal is decided.

**ARTICLE III – BOARD OF DIRECTORS & OFFICERS**

- 3.1 The management of the Society shall be exercised by the Board of Directors, subject to these bylaws, the Societies Act and any instructions issued by resolution of the membership.
- 3.2 The Board of Directors shall consist of:
  - 3.2.1 the President
  - 3.2.2 the Immediate Past President
  - 3.2.3 the Vice-President
  - 3.2.4 the Secretary
  - 3.2.5 the Treasurer, and
  - 3.2.6 six Directors-at-large
- 3.3 The President, Vice-President and three Directors-at-large shall be elected at the annual general meeting of the Society held in odd-numbered years. The Secretary, Treasurer and three Directors-at-large shall be elected at the annual general meeting of the Society held in even-numbered years.
- 3.4 Officers and Directors shall hold office until the adjournment of the second annual general meeting held after their election, and until their successors are elected and installed. Every Director shall have one vote on any matter coming before a meeting of the Board.
- 3.5 The President, Vice-President, Secretary and Treasurer may not hold the same office for more than two consecutive terms. A Director-at-large may not hold the same office for more than two consecutive terms. A person who serves for only a portion of a term is not considered to have served a term for the purposes of this section.
- 3.6 A position on the Board of Directors is vacated if:
  - 3.6.1 the person holding the position resigns in writing to the Secretary, which resignation shall take effect upon receipt;
  - 3.6.2 the incumbent dies;
  - 3.6.3 if the Board or the membership passes a resolution removing the person from office, provided that the person to be removed is given at least 10 days' notice of the intention to consider such a resolution and is given the opportunity to speak to the resolution in person, in writing or by agent.

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- 3.7 Where a position on the Board of Directors is vacated, the remaining members of the Board may appoint a member of the Society to fill the remainder of the term of the vacated position.
- 3.8 The Board shall meet at least every three months, at the call of the President or on dates fixed by resolution of the Board. Every Director shall be given at least three days' notice of a meeting, unless the date of the meeting has been set by resolution of the Board, and recorded in the Board's minutes, in which case no further notice is required.
- 3.9 Any four Directors may, by written notice to the Secretary, petition that a meeting of the Board of Directors be held and shall specify the business to be considered at that meeting. Upon receipt of such a notice, the Secretary shall call a meeting of the Board to be held within 10 days and give at least three days' notice thereof to every Director. At such a meeting, the only business to be transacted shall be that specified in the petition for meeting.
- 3.10 A quorum for a meeting of the Board shall be six persons.
- 3.11 The President shall;
- 3.11.1 when present, preside at all meetings of the Society and Board. In the President's absence the Vice President shall preside. In the absence of both a chairman may be elected by the meeting to preside.
  - 3.11.2 be ex-officio a voting member of all committees.
  - 3.11.3 represent or designate an alternative to represent the Chapter at the Council Meetings of the Historical Society of Alberta and its nominating committee.
  - 3.11.4 perform such other duties as required by the members or the Board.
- 3.12 The Vice-President shall:
- 3.12.1 fulfil the role of President when the President is absent or unable to act.
  - 3.12.2 perform such other duties as required by the members or the Board.
- 3.13 The Secretary shall;
- 3.13.1 keep accurate minutes of all meetings of the Society and the Board.
  - 3.13.2 have charge of the Seal of the Society, which when used, shall be authenticated by the signatures of any two of the officers in accordance with the policy established from time to time by the Board.

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- 3.13.3 have charge of all correspondence of the Society.
  - 3.13.4 keep a record of members of the Society with addresses in order to give notice of meetings as required
  - 3.13.5 collect and receive the annual dues or assessments levied by the Society and promptly give them to the Treasurer.
  - 3.13.6 perform such other duties as required by the members or the Board.
- 3.14 The Treasurer shall;
- 3.14.1 collect the annual dues and all other monies paid to the Society and deposit them in whatever Bank the Officers may order.
  - 3.14.2 keep an accounting of all the money paid to and spent by the Society and present such accounts to the Board whenever requested to do so.
  - 3.14.3 submit an annual financial statement to the auditors and, following audit, present them to the membership at the annual general meeting.
  - 3.14.4 perform such other duties as required by the members or the Board.
- 3.15 Directors-at-large shall perform such duties as may be directed by the Board.
- 3.16 Where the Secretary or Treasurer is temporarily absent or unable to perform the duties of the office, the Board may appoint someone to act in that office for a specified period.
- 3.17 No Officer or Director shall be remunerated for services provided to the Society but may be reimbursed for expenses reasonably incurred and approved by the Board.

### **ARTICLE IV – MEETINGS OF THE MEMBERS**

- 4.1 The annual general meeting of the Society shall be held on or before April 30 in each year. Notice of the annual general meeting shall be given to every member at least 14 days in advance of the meeting.
- 4.2 At the annual general meeting, the membership will:
  - 4.2.1 receive the annual report of the Board;
  - 4.2.2 elect the Directors required by this bylaw to be elected, and to fill any vacancies which exist on the Board;

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- 4.2.3 receive the financial statements of the Society for the most recently concluded fiscal year;
  - 4.2.4 appoint the auditors of the Society for the following year, who may be a duly qualified accountant or two members (other than the Treasurer); and
  - 4.2.5 consider such other business as may properly come before the meeting.
- 4.3 A general meeting of members may be held at the call of the President or the Board. Notice of a general meeting shall be given to every member, by way of an e-mail and/or a telephone call and/or a Society website posting, at least 7 days in advance of the meeting.
- 4.4 A special general meeting of members shall be held within 21 days of the Secretary receiving a petition, signed by at least one-third of the members and specifying the business to be considered. Notice of a special general meeting shall be given to every member at least 14 days in advance of the meeting and shall specify the business to be considered. No business other than that set out in the notice shall be considered at a special general meeting. Notification of such meetings shall be conveyed to each member by way of e-mail, and/or letter, and/or a telephone call, and/or a Society website posting.
- 4.5 A quorum for any meeting of the Society shall be 20 members and no business shall be transacted in the absence of a quorum. If a quorum is not present for an annual general meeting, then the meeting shall be held four weeks later. If a quorum is not present for a general meeting or a special general meeting, the meeting shall be considered cancelled.
- 4.6 At any meeting of the membership, every member present shall have one vote on any matter coming before the meeting.
- 4.7 Voting at annual meetings shall be by show of hands, unless the President directs, or the membership votes, that the vote be held by secret ballot.
- 4.8 Voting by proxy is prohibited.

### **ARTICLE V – COMMITTEES**

- 5.1 The Board or the members may, from time to time, strike committees and shall designate each such committee as a standing committee or an *ad hoc* committee.
- 5.2 The body appointing a committee shall:
- 5.2.1 appoint the chair of the committee;
  - 5.2.2 appoint the members of the committee or designate a process by which the members of the committee shall be appointed;

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- 5.2.3 set out the powers and responsibilities of the committee; and
- 5.2.4 address any other matter which seems prudent.
- 5.3 A committee reports to the body which appointed it.
- 5.4 An *ad hoc* committee is dissolved, without need of further resolution, when its final report is received.

### **ARTICLE VI – FISCAL YEAR AND AUDIT**

- 6.1 Unless otherwise directed by the Board, the fiscal year of the Society shall be the calendar year.
- 6.2 The financial records of the Society shall be audited after the close of each fiscal year by the auditors appointed by the members at the preceding annual general meeting.

### **ARTICLE VII – BOOKS AND RECORDS**

- 7.1 The books and records of the Society shall be kept by the officers designated by these bylaws or so instructed by the Board.
- 7.2 Any member is entitled to inspect the books and records of the Society at any reasonable time upon making arrangements with the person having custody of the records, and subject always to the provisions of any privacy legislation that applies to the Society and its records.

### **ARTICLE VIII – BORROWING AND SPENDING POWERS**

- 8.1 For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.
- 8.2 The members may delegate to the Board the authority to enact policies authorizing borrowing and spending, other than the authority to issue debentures.

**ARTICLE IX – BYLAWS**

- 9.1 Any amendment to these bylaws shall be made only by special resolution and will become effective only after registered by the appropriate provincial authority.

**ARTICLE X – DISSOLUTION**

- 10.1 If the Society dissolves, then all remaining assets shall be transferred to another registered charity or qualified donee with objects similar to those of the Society, such organization to be chosen by vote of the membership.

**ARTICLE XI – RULES OF ORDER**

- 11.1 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.”



**APPENDIX A**

**DEFINITION OF “SPECIAL RESOLUTION”**

**AS CONTAINED IN THE SOCIETIES ACT (ALBERTA)**

“special resolution” means

(i) a resolution passed:

- (a) at a general meeting or special meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
- (b) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy

(ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or

(iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.