

DIDSBURY AND DISTRICT HISTORICAL SOCIETY

2020

By-Laws



Revised

11/18/2020

DIDSBURY and DISTRICT HISTORICAL SOCIETY BY-LAWS

ARTICLE 1: MEMBERSHIP

TYPES OF MEMBERSHIP

- 1.1.1 Membership may be granted to any individual adult person, a family or organization with an interest in the Society.
- 1.1.2 The Society may bestow an Honorary Membership on any person or organization it deems worthy.
- 1.1.3 Members of the society at its inception are designated Charter Members.

TERMS OF ADMISSION

- 1.2.1 Application for membership shall be made by completion of a Membership Form and the payment of current fees.
- 1.2.2 Annual fees shall be payable on the first day of November of each year.
- 1.2.3 Membership categories and fee structure shall be determined by the Board.

RIGHTS AND RESPONSIBILITIES OF MEMBERS

- 1.3.1 Upon completing the application process a member is entitled to full membership privileges as may be determined by the Board.
- 1.3.2 Each member is responsible for adhering to the by-laws, policies, procedures and standards established by the Board.
- 1.3.3 Any member in good standing shall be eligible for any office in the society except as specifically dealt with in other sections of the by-laws.

RESIGNATION AND EXPULSION OF MEMBERS

- 1.4.1 Any member wishing to withdraw from the Society must do so in writing to the Board through the Secretary of the Society.
- 1.4.2 Any member whose fees are in arrears for six months shall forfeit his/her good standing, and if at the end of one year his/her fees remain unpaid, his/her name may be removed from the membership roll.
- 1.4.3 The Board shall have the power by three-quarter vote of the whole board to remove from the membership roll, the name of any member who, in the opinion of the Board, is no longer worthy of being connected with the Society. The Board shall notify such member in writing of any action taken by it to suspend or expel the affected member.
- 1.4.4 The Board shall, however, first give such member the right to appear before the Board to be heard. If the Board does not approve expulsion, the matter shall NOT be entered into the minutes of the Society.

VOTING RIGHTS

- 1.5.1 The right to vote on Society affairs shall be vested in the Board. Individual and honorary members may vote by show of hands or secret ballot at Special General Meetings of the membership or at the Annual General Meeting.

ARTICLE 2: MEETINGS

ANNUAL GENERAL MEETING

- 2.1.1 The Annual General Meeting shall be held in November of each year, or as near thereto as circumstances permit. The specific date of the Annual General Meeting shall be determined by the Board at least ninety (90) days prior to the date of the Annual General Meeting.
- 2.1.2 At least thirty (30) days prior to the Annual General Meeting, the time, date and location of the meeting will be made public through local media and online. In addition, members in good standing will be notified by mail, telephone or electronic means.
- 2.1.3 A quorum shall consist of the members present at the Annual General Meeting.
- 2.1.4 At the Annual General Meeting there shall be elections for the new Board of Directors, including Officers and Directors.
- 2.1.5 There shall also be a report from the President and a presentation of the duly reviewed/audited financial statement for the past fiscal year.

REGULAR BOARD MEETINGS

- 2.2.1 In order to conduct the business of the Society, the Board shall meet at least six times in the year for which it is elected. A quorum shall be a majority of Directors and Officers holding office at that time.
- 2.2.2. The time and place of regular board meetings shall be made public.
- 2.2.3 Any and all members and non-members may attend board meetings, with the exception of in-camera sessions. Visitors may offer ideas and opinions regarding the matters at hand subject to the discretion of the chair of the meeting.
- 2.2.4 Officers and Directors may vote by show of hands or secret ballot

SPECIAL MEETINGS OF THE BOARD

- 2.3.1 Upon due notice given to the Board members, special meetings of the Board may be called at any time by the President.
- 2.3.2 A Special Meeting of the Board may be called on instructions of any three of the Board's members, provided they request the President or Vice-President in writing to call such a meeting, and they state the business to be brought before the meeting. Due notice must be given.

SPECIAL MEETINGS OF THE GENERAL MEMBERSHIP

- 2.4.1 A Special General Meeting of the Society may be called by the President or Secretary upon the receipt of a petition signed by ten (10) of the members in good standing, setting forth the reasons for calling such a meeting.
- 2.4.2 Twenty-one (21) days notice shall be given to all members by mail, telephone or electronic means
- 2.4.3 A quorum at a Special General Meeting of the Membership shall consist of the members present.
- 2.4.4 The general membership may vote at a Special General Meeting by show of hands or secret ballot.

ELECTRONIC VOTING ON EMERGENT ITEMS

- 2.5.1 The Board of the society may make and vote on motions of an emergent nature using e-mail.
- 2.5.2 All emergent motions to be dealt with by e-mail shall be ratified at the next regularly scheduled board meeting.

ARTICLE 3: BOARD OF DIRECTORS

ELECTION OF BOARD OF DIRECTORS AND OFFICERS

- 3.1.1 A Board of the Society shall be elected at the Annual General Meeting for a one (1) year term. It shall assume office at the close of the Annual General Meeting at which it is elected.
- 3.1.2 The Board of Directors shall consist of five (5) Officers, including a President, a Vice-President, a Secretary and a Treasurer and the Immediate Past-President a minimum of three (3) and maximum of four (4) Directors.
- 3.1.3 The out-going President will automatically retain a seat on the Board as Immediate Past-President for a term of not less than one year.
- 3.1.4 Officers and Directors of the Board shall receive no remuneration for their services.
- 3.1.5 A Board Member may run for the same or another position on the Board in subsequent years, however a Board Member may only hold an individual Officer position for a maximum of five (5) consecutive years before they must take a break in service of at least one (1) year from their position.
- 3.1.6 Directors should serve a minimum of one year on the board before seeking an Office.
- 3.1.7 Should an Office for any reason become vacant, or should any member of the board become incapable of, or prevented from, fulfilling his/her duties before the expiration of his/her term, the vacancy for the remaining portion of the term may be filled by a majority vote of the Board.
- 3.1.8 A member of the board may be suspended or expelled in the same manner as any other member of the Society. In addition, any Board Member shall be deemed to have vacated his/her office or position if he/she holds any other office or place of profit in the society.
- 3.1.9 A Member of the Board shall not be required to vacate his/her office by reason of his/her being directly involved in any enterprise doing work for the Society, as long as he/she does not vote in respect of such work.
- 3.1.10 All Board Members shall excuse themselves from voting on any matter where it may result in, or may be perceived as, a conflict of interest.
- 3.1.11 At least thirty (30) days prior to the Annual General Meeting, a Nominating Committee of a chairperson and at least two other Board Members shall be selected by the Board. It shall be responsible for preparing a slate of Officers and Directors for submission to the Annual General Meeting.

3.1.12 At the Annual General Meeting, the Nominating Committee may take nominations from the floor, provided that:

- A) Nominees are present and have indicated their willingness to serve in the capacity to which they have been nominated, and
- B) For an Officer position, they should have served at least one year as a Board member.

DUTIES OF THE BOARD OF DIRECTORS

3.2.1 The Board shall, subject to the By-Laws of the Society and to the provisions of the Societies Act have full control and management of the affairs of the Society.

3.2.2 The Society may employ the services of part-time or full-time staff on such terms and at such salary as the Board deems appropriate.

DUTIES OF BOARD OFFICERS AND DIRECTORS

3.3.1 The Officers and Directors shall endeavour to promote the mission and activities of the Society and refrain from discussing matters of the Board with the public in ways which discredit the work of the Board, of individual Board members, or the purposes of the Society.

3.3.2 The officers and directors shall be familiar with the By-Laws, Policies and Procedures of the Society and have copies of the same on hand.

THE PRESIDENT

3.4.1 The President shall preside at all meetings of the Society and be guided by Robert's Rules of Order.

3.4.2 The President shall act as the spokesperson for the Society and carry out duties assigned by the Board.

3.4.3 The President shall be one of the signing authorities of the Society and shall be an ex-officio member of all committees.

THE VICE-PRESIDENT

3.5.1 The Vice-President shall, in the absence of the President, perform the duties of the President, and when so acting shall have all the powers and be subject to all the responsibility hereby given to the President.

3.5.2 The Vice-President shall be one of the signing authorities of the Society.

THE SECRETARY

- 3.6.1 The Secretary or his/her designate shall keep accurate minutes of each meeting and file the said minutes in the Minute Book of the Society.
- 3.6.2 The Secretary shall ensure that all correspondence is directed to the appropriate Board or staff member.
- 3.6.3 The Secretary or his/her designate shall prepare the agenda for the Board Meetings in cooperation with the President and ensure that each Officer and Director receives a copy of the agenda and minutes in good time prior to that meeting.
- 3.6.4 The Secretary will ensure the upkeep of the Membership Roll.
- 3.6.5 The Secretary shall keep the Seal of the Society.
- 3.6.6 The Secretary shall be one of the signing authorities of the Society.

THE TREASURER

- 3.7.1 The Treasurer or his/her designate shall be responsible for the proper keeping of the Books of Account and other financial records as may be prescribed by law and may be required by the Board.
- 3.7.2 The Treasurer or his/her designate shall prepare and submit a financial statement showing the receipts and disbursements for the month(s) at the regular Board meetings.
- 3.7.3 The Treasurer shall present a duly reviewed/audited statement of receipts and disbursements during the past fiscal year at the Annual General Meeting.
- 3.7.4 The Treasurer shall ensure that the Society Annual Return is filed.
- 3.7.5 The Treasurer shall be one of the signing authorities of the Society and may sign and issue cheques and other negotiable documents made payable to the Society.

THE ARCHIVIST

- 3.8.1 The Archivist shall, together with other members of the appropriate committee(s), investigate and evaluate artefacts and archival materials presented to the Society.
- 3.8.2 The Archivist will be responsible for accessioning and de-accessioning artefacts in accordance with Policies and Procedures established by the Board and Museums Alberta.
- 3.8.3 The Archivist will attend to the conservation, preservation and restoration of artefacts and archival material in the Society's collection as time, resources and skill allow.

3.8.4 The Archivist shall present a detailed report to the Board of all items accessioned or de-accessioned for Board approval.

THE DIRECTORS

3.9.1 The Directors shall provide services to the Society as required including but not limited to the following:

- A) Directors shall endeavour to attend all Board Meetings having prepared themselves by reading all support materials in advance of said meetings.
- B) Directors will participate in Board Meetings with fairness and independence of mind.
- C) They will be willing to serve on committees appointed by the Board, monitor the budget, approve all contracts made by the Society and participate in making policies, procedures and regulations for managing the operation of the Society.
- D) The Directors shall be responsible for promoting, maintaining and protecting the assets of the Society.

3.9.2 All of the duties ascribed to Directors shall also apply to Officers of the Board.

PROTECTION OF MEMBERS OF THE BOARD

3.10.1 Each Director or Officer holds office with protection of the Society as follows:

- A) The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his/her role for the Society. The Society does not protect any Director or Officer from acts of fraud, dishonesty or bad faith.
- B) No Director or Officer is liable for the actions of any other Director, Officer or employee. No Director or Officer is responsible for 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/her role for the Society, unless the act is fraudulent, dishonest or made in bad faith.
- C) Directors or Officers can rely on the accuracy of any statement or report prepared by the reviewers or auditor for the Society. Directors and Officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 4: FINANCIAL AFFAIRS

FUNDRAISING

4.1.1 For the purpose of carrying out its mission the Society may raise money in such manner as it deems fit including (but not limited to) membership fees, canvassing the public, staging fund-raising events, obtaining grants and receiving donations or bequests.

BORROWING MONEY

4.2.1 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.

SPENDING AUTHORITY

- 4.3.1 The President, Vice-President, Secretary and Treasurer shall have authority to sign cheques on behalf of the Society. The signatures of any two of them must appear on all such disbursements.
- 4.3.2 Expenditures in excess of an amount determined from time to time by resolution must be authorized by Officers/Members of the Board.

AUDITING THE BOOKS

- 4.4.1 At the Annual General Meeting a review committee or auditor shall be appointed whose duty it shall be to review/audit the accounts such that a duly reviewed/audited financial statement can be presented at the next Annual General Meeting.
- 4.4.2 The fiscal year of the Society shall commence September 1st in one year and end August 31st of the subsequent year.
- 4.4.3 A review committee must consist of a minimum of two (2) members in good standing of the society.

ARTICLE 5: MINUTES, BOOKS AND RECORDS

- 5.1.1 The headquarters of the Society shall be in the Town of Didsbury. The By-Laws, minutes, list of Board Officers and Directors, a register of membership, current financial information and other Society records shall be kept at the headquarters.
- 5.1.2 Financial records shall be entrusted to the Treasurer. Custody of all other records of the Society shall be entrusted to the Secretary of the Board or his/her designate.
- 5.1.3 All books and records of the Society, subject to Provincial or Federal legislation, may be inspected by any member of the Society or the Board at any time and place that is convenient for the Officer(s) in charge of same.
- 5.1.4 Minutes of all Board Meetings, including the Annual General Meeting and Special General Meetings, will be taken by the Secretary or his/her designate.

- 5.1.5 When a motion is proposed or a vote is conducted by e-mail it is require that a written record of such motion or vote be entered into the minute book of the society.

ARTICLE 6: SEAL OF THE SOCIETY

- 6.1.1 The official seal shall bear the name of the Society, the year of founding, and it shall be used in a manner determined by the Board. It shall be in the custody of the Secretary.
- 6.1.2 A document requiring authentication by the Society must be signed by the President or the Secretary or other authorized Officer of the Society and need not be under seal.

ARTICLE 7: CHANGING THE BY-LAWS

- 7.1.1 The By-Laws of the Society shall not be rescinded, altered or added to except by a special resolution of the Society as outlined in the Societies Act. Such a resolution must be passed by a majority of not less than three-quarters of the voting members present at a Special General Meeting of the Membership or at an Annual General Meeting.
- 7.1.2 Notice to change the By-Laws shall be deemed to be truly given if signed by a proposer and a seconder, who shall be Members in good standing, and delivered to the Secretary and the Secretary has notified the members not less than twenty-one (21) days before the Annual General Meeting or a Special General Meeting of the Society.
- 7.1.3 No rescission, alteration of or amendment to a By-Law has effect until it has been registered with the Registrar of the Province of Alberta.
- 7.1.4 In the event that any of the By-Laws of the Society are determined to be *ultra vires* or unenforceable all the other By-Laws shall remain in full force and effect.

ARTICLE 8: OTHER

RULES OF ORDER

- 8.1.1 Robert's Rules of Order shall apply to all meetings of the Society unless they are inconsistent with these By-Laws or with the provisions of the Societies Act.

ESTABLISHMENT OF COMMITTEES

- 8.2.1 The Board shall appoint such committees as it deems necessary to carry on the business of the Society. It may delegate to any such committee as much of its authority as it desires.

- 8.2.2 Each committee shall be chaired by a board member but may consist of any combination of Board Members, Society members and non-member volunteers as is deemed expedient.
- 8.2.3 The chair shall ensure that his/her committee's activities are integrated with the activities of other committees.
- 8.2.4 The chair of the committee shall report to the Board on a regular basis.

DISSOLUTION OR CLOSURE

- 8.3.1 The Society shall not be dissolved or closed unless a Special Resolution is passed by the General Membership at a duly called Special Meeting.
- 8.3.2 Upon dissolution of the Didsbury and District Historical Society, any assets, after paying debts and liabilities will be:
 - A) Dispersed to eligible charities or religious groups or purposes; or
 - B) Transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the Board.