

Bylaws of the CARDSTON AND DISTRICT HISTORICAL SOCIETY

Article I. MEMBERSHIP

- Section 1.01 A person may request to become a member of the Society by submitting an application, payment of a membership fee, and being approved by the Board.
- (a) A person under 14 years of age may, with written consent of their parent/guardian, request to become a member of the Society by submitting an application, payment of a membership fee and being approved by the Board.
- Section 1.02 A member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.
- Section 1.03 Lapse of Membership
- (a) A member who is in arrears for fees or assessments shall be suspended after four months and up to 8 months of nonpayment and shall thereafter not be entitled to membership privileges or positions in the Society until reinstated through payment of the Society's Membership fee.
- (b) A member who is in arrears for fees or assessments exceeding 8 months may be reinstated through application to the Society, a favorable vote by a majority vote by the Board members and payment of the annual fee.
- Section 1.04 Members shall be eligible to serve as an officer of the Society if they are 18 years of age or older and have not been declared incapable by a court of law.

Article II. GOVERNANCE OF SOCIETY

- Section 2.01 The bylaws outline the organization, governance and accountability measures that are in place to assure the effective achievement of the Society's purposes.
- Section 2.02 The Society is governed by a Board Executive and a Board of Directors that are elected by like-minded members of the community who have joined together to preserve accounts, protect artifacts and important documents, and promote keeping-alive our history for future generations.
- Section 2.03 Members elect a Board of Directors and an Executive to oversee the operation of the Society, its resources, and assets. These individuals are accountable for the effective operation and oversight of the Society.

Article III. BOARD OF DIRECTORS

- Section 3.01 The elected Board of Directors (The Board) is the body who has full control and management of the affairs of the Society.
- Section 3.02 The Board of Directors is led by an Executive that provides leadership, coordination, and administration by establishing procedures and operational decision-making within established policy of the Society.
- Section 3.03 The Board of Directors:
- (a) Approves policy,
 - (b) Provides direction to the Executive,
 - (c) Provides leadership in committees,
 - (d) Assists the Society with community advocacy and membership recruitment, and
 - (e) Plans, implements, and evaluates the activities of the Society.
- Section 3.04 The Executive and Board members are subject to the bylaws outlined in this document, the Policies of the Board, The Code of Conduct (Oath of office) and the laws of the province of Alberta and of Canada.

Article IV. Membership of the Board of Directors

Section 4.01 Members of the Society will elect the following individuals to serve as their Board of Directors:

- (a) President
- (b) Vice President
- (c) Treasurer
- (d) Secretary
- (e) Six (6) Directors elected from members of the Society.

- Additional members of the Board may be appointed ex-officio as follows: One Director appointed and or approved by the Blood Tribe Chief and Council
 - One Director appointed by the Town of Cardston and
 - One Director appointed by Cardston County

Section 4.02 One person may fulfill both duties of Secretary and Treasurer as approved in an Annual General or a Special General Meeting.

Article V. Board Executive

Section 5.01 The Board Executive (Executive) shall consist of the President, Vice president, Treasurer, and Secretary.

Section 5.02 The Executive shall be responsible to manage the affairs of the Society according to the approved bylaws, policies, procedures, Board directives, and resolutions approved at Annual General Meetings (AGM) or Special General Meetings (SGM).

Section 5.03 The Executive is responsible for calling and managing all Annual General Meetings (AGM) or Special General Meetings (SGM).

Article VI. Board Meetings

Section 6.01 The Society Board shall have at least one meeting every quarter of the year.

Section 6.02 A majority (>50%) of members of the Board shall constitute a quorum, and any business, motions or resolutions which take place at an ad hoc or impromptu meeting shall be ratified at the next regularly called meeting of the Board; otherwise, the actions or decisions made shall be null and void.

Article VII. Board Committees

- Section 7.01 There is a minimum of five (5) standing committees of the Board:
- (a) Archives & Collections,
 - (b) Exhibits & Programming
 - (c) Buildings & Facilities,
 - (d) Elections and
 - (e) Audit.
- Section 7.02 The Board may establish standing or ad hoc committees to take care of the business of the Society. All Board members are required to work on at least one committee. Committee chair shall be proposed by the Executive and be ratified by a quorum of Board members.
- (a) A member of the Executive shall oversee each committee.
 - (b) All committees will have terms of reference approved by the Board.
- Section 7.03 The majority of the members of the Committee shall constitute a quorum, except when membership is such that the Committee consists of fewer than five members. In such instances, attendance by two (2) or more members shall constitute a quorum.
- Section 7.04 The Standing Committee or Ad Hoc committees shall not have the authority to enact revisions to Board policies or bylaws on behalf of the Board; rather, it shall bring forward for Board consideration the results and recommendations of any Committee or external reviews associated with the Board's policies and bylaws.

Article VIII. Annual General Meeting (AGM)

- Section 8.01 The Society will hold an Annual General Meeting of members to hold elections, conduct significant items of business, report on the year's events and review the status of the Society.
- Section 8.02 Society shall hold an AGM on or before the last day of February each year.
- Section 8.03 Members of the Society will be given a minimum of 21 days and not more than 45 days' written notice of the time, date, and location of the AGM.
- Section 8.04 Notice of the AGM will be given via letter, mailed through Canada Post, or sent through email, or delivered to the member's address on file with the society.

- Section 8.05 The Executive shall present at the AGM a financial statement setting out its income, disbursements, assets, and liabilities, audited and signed by the society's auditor.
- Section 8.06 Minimum quorum for an AGM must be at least 50 % of members or 20 members of the society whichever is less. Members may attend in person, electronically (such as using live video conferencing or teleconferencing) or represented by written authorization of proxy.

Article IX. SPECIAL GENERAL MEETINGS (SGM)

- Section 9.01 The Executive may call a SGM of the Society to conduct extraordinary business as required, or upon the petition of the members of the Society. A petition for a SGM by general Society members shall be made to the Board through the President and Secretary. Such petition must include the reason(s) for the SGM, and any resolutions that are intended to be brought forward at the SGM.
- Section 9.02 Upon receipt of a petition for a SGM, signed by one-third of the members of the Society, the President will convene a Board meeting within 14 days to present the petition to these respective bodies.
- (a) Subsequent to the Executive Committee and Board receiving this petition in a meeting, the Executive shall call a SGM giving members of the Society a minimum of 21 days and not more than 45 days notice of the time, date, location and reasons for holding the SGM.
- Section 9.03 Notice of the SGM will be given via letter, mailed through Canada Post, or sent through email, or delivered to the member's address on file with the society.
- Section 9.04 Minimum quorum for a SGM to pass a Special Resolution must be least 50 % of members or 20 members of the society whichever is less.
- Section 9.05 Members may attend in person, electronically (such as using live video conferencing or teleconferencing) or represented by written authorization of proxy.

Article X. DUTIES OF OFFICERS

Section 10.01 PRESIDENT

- (a) Preside at all general, Board and special meetings of the Society.
- (b) Serve as chair of the Executive and Board Meetings
 - i. *In his or her absence, the Vice-President shall preside at any such meeting.*
 - ii. *In the absence of both the President and Vice President, a chair may be temporarily elected from the Society's Board by a majority vote of Board members present.*
- (c) Be the spokesperson for the Society.
- (d) Ensures that the Executive and Board functions in a manner consistent with its bylaws and policies, and within provincial legislation.
- (e) Serves as an ex-officio member of all Board committees, and shall attend committee meetings as appropriate.

Section 10.02 VICE PRESIDENT

- (a) Assist the president as required.
- (b) Serve as chair of the Executive Committee and Board Meetings as assigned by the president.
- (c) May assist the President as the spokesperson for the Society as assigned.
- (d) Ensures that the Executive and Board functions in a manner consistent with its bylaws and policies, and within applicable legislation.

Section 10.03 SECRETARY

- (a) Attend all meetings of the Society, the Executive and of the Board, and keep accurate minutes of the same.
- (b) Have charge of all the correspondence of the Society under the direction of the President of the Board
- (c) Have charge of the seal of the Society, which, whenever used, shall be authenticated by the signature of the Secretary and the President (or in the case inability of to act, by the Vice-President).
- (d) Send all notices of meetings as required.
- (e) Keep a record of all the members of the Society and their contact information, including mail, telephone, email, or other electronic addresses.
- (f) In case of the absence of the Secretary his or her duties shall be discharged by such officer as may be appointed by the Executive.

Section 10.04 TREASURER

- (a) Receive all monies paid to the Society.
- (b) Keep record of all annual dues or assessments levied by the Society.
- (c) Be responsible for the deposit of all monies into whatever financial institution that the Board may order.
- (d) Properly account for the funds of the Society and keep such books as may be directed.
- (e) Present a detailed financial report to the Board as requested.
- (f) Shall, for the AGM, prepare an annual audit and financial statement that has been prepared by the Audit Committee and approved by the Board, that clearly sets forth the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.

Section 10.05 SECRETARY AND TREASURER JOINT POSITION

- (a) One person may fulfill both duties of Secretary and Treasurer as approved in an Annual General or a Special General Meeting.

Article XI. TERMS OF OFFICE

Section 11.01 The Officers of the Society will be elected for the following term of service in such manner as to provide continuity and assist with succession planning in the Board.

- (a) President and Vice President – Two (2) years
- (b) Treasurer and Secretary – Three (3) Years
- (c) Director – Two (2) Years

Section 11.02 A member may serve a maximum of three consecutive terms in one office.

- (a) A member who has served three consecutive terms may be elected in another office or re-elected to said office after a one-year hiatus.

Article XII. MEMBERSHIP FEE

- Section 12.01 The Society Board will establish fees that are required and payable in order to become or to remain a member of the Society.
- Section 12.02 Membership fees are paid annually and are for a fiscal year.
- Section 12.03 Society members who are awarded “Lifetime Membership” are not required to pay the Annual Membership Fee.
- Section 12.04 Changes to fees shall be made by resolution of the Board prior to the commencement of the fiscal year in which it will be implemented.

Article XIII. FISCAL YEAR

- Section 13.01 December 31st shall be the annual end of the fiscal year.

Article XIV. AUDITING

- Section 14.01 The books, accounts and records of the Secretary and Treasurer shall be thoroughly audited at least once each year by an Audit Committee appointed by the Board. The Audit Committee will consist of two (2) members of the Society who do not have signing authority for the society or in a conflict of interest, shall perform an audit of the financial and official records of the society.
- Section 14.02 A complete and proper statement of the standing of the records and books for the previous year shall be submitted by the Audit Committee at the Annual Meeting of the Society.
- Section 14.03 Approved financial statements of the Society may be inspected by any member of the Society at the AGM or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Access to some records will be restricted during the time period between the end of the fiscal year and when the books are with the accountants and the Society’s Auditor for the financial audit.

Article XV. VOTING

- Section 15.01 Voting by members and Board Members of the Society will be conducted in person, electronically (such as using live video conferencing or teleconferencing or other electronic means), or by written authorization of proxy by the member.

- Section 15.02 A new member, or renewing member subject to Article 1.03(b), who has paid their membership fee at least 14 days in advance of a SGM or AGM and has been accepted by a favorable vote of the Board may vote at a SGM or AGM.
- Section 15.03 Members who are in arrears, within the limits of Article I Section 1.03(a), may pay their membership fee, thus renewing their membership, prior to voting at a SGM or AGM.

Article XVI. REMUNERATION

- Section 16.01 No Officer or Director of the association shall receive any remuneration for his or her services except by approval of a two-thirds (2/3) majority vote of the Board.

Article XVII. BORROWING POWERS

- Section 17.01 For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of monies in such manner as it deems necessary, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Board, and in no case shall debentures be issued without the sanction of an special resolution at an AGM or SGM.

Article XVIII. CONFLICT OF INTEREST

- Section 18.01 Definitions
- (a) A conflict of Interest is a situation in which a person has a private or personal interest sufficient to appear to influence the objective exercise of his or her official duties.
 - (b) A conflict of interest arises when a member's other interests may put into question the independence, impartiality, and objectiveness that a member is obliged to exercise in the performance of his or her duties.
 - (c) A conflict of interest may be real, potential, deemed or perceived, and it may involve a financial or non-financial interest.
 - (d) A conflict of interest does not exist where:
 - (i) *A member has or may have an interest in common with many other people.*
 - (ii) *A member has or may have an interest that is remote or insignificant.*

- Section 18.02 It is the responsibility of a member to identify a conflict of interest or potential conflict of interest to the President and Executive in writing, or verbally at a Board meeting if the conflict of interest arises without notice. Failure to do so may result in removal from the Board and/or Society and may result in further legal action.
- Section 18.03 The Board has the authority to determine if a conflict exists.
- Section 18.04 If a member of the society believes an officer of the society to have a conflict of interest, he or she is obliged to inform the President or if it involves the President to inform the Vice President. The President (or Vice President) shall identify the conflict of interest to the rest of the Board.
- Section 18.05 Where there is disagreement among Board Members about the existence of a conflict of interest, the Board shall hold a vote to resolve the matter. With the member believed to be in conflict refraining from voting, the Board shall determine by majority vote whether a conflict of interest exists. If a member is declared by majority vote to be in a conflict of interest, the member is deemed to be in a conflict of interest.
- Section 18.06 Following a disclosure of conflict of interest by a member, or a finding of conflict of interest by the Board, the member must absent himself/herself from the proceedings during any consideration of the matter in which the conflict of interest exists. "Consideration" includes discussion, debate, and voting.

Article XIX. REMOVAL AND REPLACEMENT

Section 19.01

(a) A member of the Society may be expelled, or suspended, and may be reinstated by a two-thirds (2/3) majority vote passed by the Board at meeting of the Board.

(b) A person who has been expelled, or suspended, then approved for reinstalment will be subject to Article 1.03(b) and 15.02

Section 19.02

Any officer (Executive or Director) may be removed from office by a two-thirds (2/3) majority vote of Board members for any cause which the Board may deem reasonable.

Section 19.03

If a vacancy occurs in the Officers of the Society a special election by board members may be held, usually at the next regularly scheduled Board meeting, to elect a replacement to fill said vacancy.

(a) The voting to elect a member to the vacant Director or Executive position requires the affirmative vote of a two thirds (2/3) majority of the remaining Board members.

(b) The Board may only elect a person to fill the replacement until the next AGM or SGM. At which time, the election of the replacement will be ratified, or an election of the Director or Executive will be held.

Article XX. CHANGE OF BYLAWS

Section 20.01

The bylaws may be rescinded, altered or added to by a special resolution passed by not less than a three quarters (3/4) majority of such members present and entitled to vote, or who are attending according to Article XV (15), Such vote shall be conducted at a general meeting (SGM or AGM), of which not less than 21 days and not more than 45 days written notice has been given, specifying the intention to propose a special resolution.

Article XXI. DISSOLUTION

Section 21.01

In the case of dissolution of the Society, all assets, collections, and valuables become the property of the Town of Cardston.

Article XXII. REVIEW AND UPDATE

Section 22.01 These bylaws are to be regularly reviewed at least every five (5) years. The Vice President, or other member of the society as appointed by the Board, will be responsible for assuring that this review takes place, for the rigor of the review, or more frequently as directed by the Board.

Article XXIII. DEFINITIONS

Section 23.01 Extraordinary Resolution: a special resolution passed by a majority of not less than a three quarters (3/4) majority of members entitled to vote,

Section 23.02 Standing Committee: an ongoing subcommittee of the Board

Section 23.03 Ad Hoc Committee: a special purpose subcommittee that usually has a limited (time or purpose) lifespan.

Section 23.04 The Audit Committee will serve as the auditor as described in the Society Act of Alberta.