

Southern  
Alberta  
Pioneers  
and Their  
Descendants

By-laws

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Bylaws were presented and  
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October 18

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## **Article I. NAME**

The name of the society is “The Southern Alberta Pioneers and Their Descendants”.

## **Article II. MEMBERSHIP**

The Society shall be composed of;

### **Section 2.01 Regular Members**

- (a) The direct descendants of residents of that part of Canada now known as the Province of Alberta lying south of the Township 40, on December 31, 1890 upon reaching the age of 18 years.
- (b) The direct descendants of those who attained membership under the clause “Three Prairie Provinces” prior to October 25<sup>th</sup>, 1967 upon reaching the age of 18 years.
  - (i) Rights and Privileges
    - 1) Maybe elected as an “Executive Officer of the Society”
    - 2) Maybe elected to Board of Directors
    - 3) Has voting privileges on all matters pertaining to the Society
    - 4) May sit on any standing committee
  - (ii) Responsibility

Agree to abide by the objects of the Society

### **Section 2.02 Associate Members**

The spouse or partner of a Member of the Society is entitled to be admitted as an Associate Member by payment of the fees as fixed by the Board of Directors.

- (i) Rights and Privileges
  - 1) No voting privileges
  - 2) May be nominated to the Board of Directors and if elected will have the full rights and privileges of a regular member during the Associate tenure as a Director including holding Office in the Society except for the office of President or Vice- President. The number of Associate Members on the Board of Directors shall not exceed 3 at any time.
  - 3) May sit on any standing committee

(ii) Responsibility

Agree to abide by the objects of the Society

**Section 2.03 Life Member**

Is a member deemed to have provided an extraordinary service to the Society. Criteria for admittance will be decided by the Board of Directors. A Life Member can be nominated by any member who is in good standing.

(i) Rights and Privileges

- 1) A member of the society
- 2) Exempt from further membership fees

**Section 2.04 Honorary Member**

Is a person deemed to have provided an extraordinary service to the Society who is not eligible for membership in the Society. Criteria for admittance will be decided by the Board of Directors. An Honorary Member can be nominated by any member who is in good standing.

(i) Rights and Privileges

- 1) No voting privileges

**Section 2.05 Gold Card Member**

**(a) Gold Card Member – Regular**

(i) Rights and Privileges

- 1) Has reached the age of 80 years
- 2) Annual fees are waived
- 3) Retains all other rights and privileges of a regular member

**(b) Gold Card Member – Associate**

(i) Rights and Privileges

- 1) Has reached the age of 80 years
- 2) Annual fees are waived
- 3) Retains all other rights and privileges of an associate member

### **Article III. APPLICATION FOR MEMBERSHIP**

Any person meeting the requirements of membership as set out in Article II above and desirous of becoming a Member of the Society shall be admitted upon providing the following;

- (a) Name of Pioneer
- (b) Date of arrival
- (c) Location of arrival
- (d) Documentation to support the application

### **Article IV. FEES**

Each person on admission to membership in the Society shall pay such fees as shall be fixed by the Board of Directors from time to time. All funds arising therefrom shall, after the current expenses of the Society have been paid and after appropriating such amounts as the Board of Directors may consider advisable for the activities of the Members of the Society, be devoted solely to the objects of the Society.

- (a) Every Member shall pay their Annual fees in advance. Any Member who shall be in arrears for the fees of the current year shall be ineligible for office and not entitled to vote at any meeting.
- (b) Members in arrears of fees for two years may be suspended, after due notice, for non-payment of fees on the recommendation of the Membership Committee. Reinstatement may be made on payment of a reinstatement fee set by the Board of Directors.

### **Article V. RESIGNATION AND EXPULSION**

#### **Section 5.01 Resignation**

Any Member wishing to withdraw from membership may do so upon notice in writing to the Board of Directors through its Secretary with no refund of fees.

#### **Section 5.02 Expulsion**

- (a) Grounds for expulsion
  - (i) If the Member has shown a flagrant disregard of Bylaws;
  - (ii) If the Member has been found to be working against the objects of the Society;

(iii) If the misconduct or dishonesty of a Member critically disrupts the Societies mission or goals

(b) Notice to the Member

(i) The affected member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks' notice before the Special Meeting.

(ii) The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.

(iii) The notice will state the reasons why suspension or expulsion is being considered.

(iv) Decision made by the Board

(v) The Member will have an opportunity to appear before the Board to address the matter.

(vi) The Board will determine how the matter will be dealt with, and may limit the time the Member has to address the Board.

(vii) The Board may exclude the Member from its discussion of the matter, including the deciding vote.

(viii) The decision of the Board is final with respect to the termination of membership.

## **Article VI. MANAGEMENT**

The affairs of the Society as a whole shall be managed by;

(a) the Board of Directors of the Society save and except in such matters as may be required to be dealt with by the Members of the Society at general meetings.

(b) Eight members of the Board of Directors shall constitute a quorum for the transaction of business.

(c) Policy and Procedures applicable to the operations of the Society shall be reviewed and amended on a regular basis by the Board of Directors to ensure best business practices are adopted.

## **Article VII. COMMITTEES**

The President of the Society may appoint such committees as he or she deems advisable to carry out such duties as may be necessary in connection with the activities of the Society.

- (a) Such committees shall report their activities to the Board of Directors.
- (b) The President, Recording Secretary and Treasurer shall be ex-officio Members of any committee appointed to carry out any special duties.

## **Article VIII. BOARD OF DIRECTORS AND EXECUTIVE OFFICERS**

- (a) The Executive Officers of the Society shall consist of the immediate Past President and the following elected members: President, Vice-President, Recording Secretary, Membership Secretary and Treasurer, all of whom shall be Members in good standing of the Society.
- (b) The Board of Directors shall consist of the Executive Officers of the Society and eight other Members or Associate Members as authorized by Article II above , which eight other Members or Associate Members shall at all times be comprised of four ladies and four men.
- (c) The President of the Society shall, whenever possible, alternate between a man and a woman. If this is not possible, the office of President may be held by persons of the same gender for no more than two consecutive terms. This provision shall also apply to the office of Vice-President
- (d) The Board of Directors of the Society shall be authorized to disburse or authorize for disbursement, from time to time, by requisition such sums as shall be necessary for the running of the Society. If an expenditure of \$5,000 or more has been approved by a prior Board of Directors and a subsequent Board of Directors is expected to carry out the disbursement of the approved expenditure, then prior to the expenditure being disbursed the new Board of Directors shall:
  - (i) at a regular monthly meeting, the new Board will be provided with an explanation of the proposed expenditure and all pertinent back-up documentation relating thereto;
  - (ii) and at a subsequent meeting, the Board will deliberate and vote on a motion to approve the expenditure and authorize the disbursement of the necessary funds.

- (iii) Subject to the provisions of Article IX hereof, the Directors and Executive Officers of the Society shall not be paid for their services in acting as Directors and Executive Officers, but shall be entitled to be reimbursed for reasonable expenses properly and legitimately incurred by them in fulfilling their duties and obligations as Directors and Executive Officers of the Society upon prior approval.

## **Article IX. TERM OF OFFICE**

### **Section 9.01 One year term - “Executive Officers” of the Society**

The President, Vice-President, Recording Secretary, Membership Secretary and Treasurer are consider to be the Executive Officers for the Society

### **Section 9.02 Two year term - Directors**

Eight additional members of the Board of Directors shall at all times be four ladies and four men, who shall be elected for a term of two years with two ladies and two men retiring each year

### **Section 9.03 Vacancies**

Any vacancies which may occur in the Board of Directors during the year may be filled by a majority vote of the remaining Board of Directors. Said vacancies will be filled in the regular manner at the next AGM.

## **Article X. REMOVAL OF DIRECTORS AND EXECUTIVE OFFICERS**

- (a) Any member of the Board of Directors shall be deemed to resign his or her position as a Director and such position shall be considered vacant if the said Director member is absent, without being excused by the President of the Society, from three consecutive meetings of the Board of Directors, unless such absence is through illness or some unavoidable occurrence. The Chairman presiding over the meeting at which a Director’s position is deemed to be resigned and vacated in accordance with the foregoing shall declare the position vacant and proceed to fill the vacancy in accordance with these By-Laws.
- (b) Any Directors or Executive Officers of the Society may be removed as a Director or Executive Officer of the Society prior to the expiry of their term as a Director or Executive Officer upon two-thirds of those Members of the Society in good standing in attendance at the Meeting of the Society called for such purpose.
- (c) Grounds for removal shall be consistent with ARTICLE V – RESIGNATION AND EXPLUSION and the first paragraph of ARTICLE X.

## **Article XI. REMUNERATION**

Except as set forth in Article VIII hereof, unless authorized at any meeting and after notice of same shall have been given, all Members as outlined in Article II are considered to be volunteers and will not receive any remuneration for his or her volunteer services.

## **Article XII. MEETINGS**

### **Section 12.01 Annual General Meeting (AGM)**

- (a) The Executive Officers and Directors of the Society shall be elected and installed at the Annual Meeting and shall commence their duties at the conclusion of that meeting.
- (b) Quorum for the AGM is considered to be 20 voting members. If such quorum is not achieved at the posted time of the start of the meeting, the meeting will be recessed for 30 minutes allowing time to reach a quorum.
- (c) Review of Financials

### **Section 12.02 Board Meetings**

- (a) Regular motions to be voted on will be considered to pass with 50% +1
- (b) A minimum of 10 Board meetings will occur during each calendar year.
- (c) In the event of a tie vote, the vote is considered to be defeated

### **Section 12.03 Special Resolution Meetings**

- (a) A Special Resolution Meeting is a general meeting of which not less than 21 days' notice has been given to members specifying the intention to propose the resolution.
  - (i) Amendment of by-laws
  - (ii) Changing of the objects of the society
  - (iii) Dissolution of the Society
- (b) Special Resolution motions shall not be altered or amended by the vote of less than 75% or three quarters of those Members who are entitled to vote and present at the Special Resolution meeting.

- (c) Quorum for the Special Resolution Meetings is considered to be 20 voting members. If such quorum is not achieved at the posted time of the start of the meeting, the meeting will be recessed for 30 minutes allowing time to reach a quorum.

## **Section 12.04 Other Meetings**

Shall be called by the President at such times:

- (a) As he or she deems necessary
- (b) At the request of fifteen (15) Members of the Society, such request having been first presented to and approved by the Board of Directors
- (c) Regular motions to be voted on will be considered to pass with 50% +1
- (d) In the event of a tie vote, the vote is considered to be defeated

## **Article XIII. CONDUCT OF MEETING**

**The President, or in such person's absence the Vice President, shall;**

- (a) Chair all meetings of the Members of the Society and of the Board of Directors and shall strictly enforce the provisions of the By-Laws of the Society
- (b) Approve and sign all minutes of such meetings
- (c) Neither make nor second any motion or resolution while in the chair
- (d) Inspect and announce the results of balloting or other voting at any meeting of the Members of the Society or the Board of Directors
- (e) The Vice-President, in the absence of the President shall exercise the same power and authority as the President

## **Article XIV. DUTIES OF THE RECORDING SECRETARY**

**The Recording Secretary shall;**

- (a) Keep accurate minutes of Board meetings, AGM's and Special meetings, recording all motions and decisions of meetings
- (b) Distribute copies of minutes to Board Members
- (c) Be responsible for the safe keeping of all the organization's bylaws, lists of Executive Officers, Board Members, committees and General Membership

- (d) Conduct general Board correspondence
- (e) Whenever directed by the President, give the members of the Board of Directors proper notice of all meetings
- (f) In the absence of the President and Vice-President, will act as chair of Board meetings until the election of an alternate President

## **Article XV. DUTIES OF MEMBERSHIP SECRETARY**

The Membership Secretary shall;

- (a) Receive all applications for membership
- (b) Review that all documentation for the application have been provided
- (c) Collect and record yearly membership fees
- (d) Present verified application to the Board of Directors for approval of applicant to the society

## **Article XVI. DUTIES OF TREASURER**

The Treasurer shall;

- (a) Keep records of receipts and disbursements received or paid out on behalf of the Society
- (b) Maintain a bank account for such receipts and disbursements
- (c) Present the accounts of the Society for audit to be completed as soon as practicable after the fiscal year-end of the Society
- (d) Present to the Annual General Meeting an audited year-end financial statement or present an unaudited financial statement if audited statement is not available
- (e) Provide a detailed account of revenues and expenditures which is presented to the Board of Directors at regular meetings or as requested by the board

## **Article XVII. FISCAL YEAR**

The Fiscal Year of the Society shall commence on the first day of June in each year and shall end on the 31st day of May of the following year. The Treasurer of the Society shall arrange to have the books of the accounts reviewed to a minimum of "Notice to Reader – Compilation Engagement" each fiscal year by a Chartered Accountant or a Certified Public Accountant, and the report of such Auditor, or Public Accountant shall be presented to the Board of Directors of the Society either at the Annual general Meeting or as soon as it is completed.

## **Article XVIII. BOOKS AND RECORDS**

The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting of the society or at any time upon giving reasonable notice and arranging a time that is satisfactory to the Treasurer for such an inspection. Each member of the Board of Directors shall have access to such books and records.

## **Article XIX. ALTERATIONS TO THE BYLAWS**

- (a) The By-laws shall not be altered or amended by the vote of less than 75% or three quarters of those Members who are entitled to vote and present at the Special Resolution meeting.
- (b) No vote by proxy.
- (c) Written notice shall have been given to the Members at least twenty-one (21) days prior thereto
- (d) After adoption by the Society such alteration or amendment shall be in full force and effect as of and from the date that said alterations or amendments are approved by Registrar of Corporations for the Province of Alberta and are registered with the Registrar

## **Article XX. NOTICES**

- (a) Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
- (b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice shall not invalidate proceedings at that meeting.
- (c) Any notice required to be given pursuant to these bylaws shall be deemed to

have been given and received by the member (5) days following these acceptable ways of giving notice;

- (i) By mail to individual members
- (ii) By notice published in a regular newsletter sent to all members individually
- (iii) By electronic means such as e-mail or facsimile

## **Article XXI. SEAL**

The Seal of the Society shall be held in the custody of the President or with such other person as the Board of Directors of the Society by resolution, shall determine. The seal shall be affixed to all documents requiring the seal of the Society and the document shall be signed by any of the President or Vice-President and the Recording Secretary or Treasurer.

## **Article XXII. DISSOLUTION OF THE SOCIETY**

- (a) If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects that are similar to those of the Southern Alberta Pioneers and their Descendants Association.
- (b) The Society shall not pay any dividends or distribute its property among its Members.

## **Article XXIII. DISPUTE RESOLUTION**

In the event that a dispute or controversy among members, Directors, Executive Officers, committee members or volunteers of the Society arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Society is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, Directors, Executive Officers or committee members of the Society as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to the President in writing.
- (b) If warranted, the President shall appoint no less than three (3) Executive Officers or Directors of the Society to act as mediators if possible.
- (c) In the event Directors or Executive Officers cannot act as mediators an external mediator will be hired.
- (d) If the parties are not successful in resolving the dispute through mediation,

then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above.

- (e) The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (f) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **Article XXIV. DEFINING AND INTERPRETING THE BYLAWS**

**Definitions** - In these Bylaws, the following words have these meanings

**Act** - the Societies Act R.S.A. 2004, Chapter S-14 as amended, or any statute substituted for it

**Annual General Meeting** - the annual general meeting described in Article XII

**Arrears** - Fees are said to be "in arrears" if one or more payments have been missed.

**Board** - the Board of Directors of the Society

**Bylaws** - the Bylaws of the Society as amended

**Director** - any person elected to the Board

**Executive Officer** - as defined in Article VIII

**General Meeting** - the Annual General Meeting and a Special Resolution Meeting

**Liberal Interpretation** - these Bylaws must be interpreted broadly and generously

**Masculine and Feminine** - words indicating the masculine gender also include the feminine gender and vice versa

**Member** - a Member of the Society as defined in Article II

**Quorum** - is the minimum number of eligible members necessary for the transaction of business

**Resolution** - a motion that has been voted on and passed by the Board of Directors

**Review to Reader** - In performing a review, the Certified General Accountant would acquire sufficient knowledge of the client's business to make informed enquiries and assessment of the information obtained. The review would include enquiries concerning all relevant information, comparisons of financial data for the current and prior periods and discussion governing the information received. In addition, the financial statements are critiqued with the responsible and appropriate level of management.

**Singular and Plural** - words indicating the singular number also include the plural, and vice-versa

**Society** - the Southern Alberta Pioneers and their Descendants Association

**Special Meeting** - the special general meeting described in Article XII

**Special Resolution**

- a. A resolution passed at a General Meeting of the membership of this Society. There must be twenty one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person.
- b. A resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree.

**Three Prairie Provinces** - Is considered to be what is now known as Alberta, Saskatchewan and Manitoba. More complete definition and background information can be found in the "Pioneer Families of Southern Alberta" publication on page 226.

**Volunteers** - are unpaid members of the Southern Alberta Pioneers and Their Descendants who donate their time and/or resources for no financial gain and the services offered freely and without pressure or coercion. Volunteers are those whose compensation is limited to reimbursement for expenses.

**Voting Member** - a Member entitled to vote at the meeting of the Society as defined in Article II

**Voting Privilege** - Any regular member can vote at any meeting of the society with the exception of:

- a. Members who have withdrawn from membership
- b. Members who are in arrears in payment of annual fees
- c. Members who have been suspended
- d. Members who have been expelled