

Southern Alberta Pioneers' and Their Descendants

Draft Bylaws 2021

To be presented to the Membership at the Annual General Meeting – October 16, 2021

Table of Contents

Article I. DEFINING AND INTERPRETING THE BYLAWS 4

Article II. NAME 5

Article III. MEMBERSHIP 5

 Section 3.01 Descendant Member 5

 Section 3.02 Associate Member 6

 Section 3.03 Friend Member 6

 Section 3.04 Honorary Member 6

 Section 3.05 Gold Card Member 7

Article IV. APPLICATION FOR MEMBERSHIP 7

 Section 4.01 Descendant Member 7

 Section 4.02 Associate Member 7

 Section 4.03 Friend Member 7

Article V. FEES 7

Article VI. RESIGNATION AND EXPULSION 8

 Section 6.01 Resignation 8

 Section 6.02 Expulsion 8

Article VII. MANAGEMENT 9

Article VIII. COMMITTEES 9

Article IX. BOARD OF DIRECTORS AND EXECUTIVE OFFICERS 9

Article X. TERM OF OFFICE 10

 Section 10.01 One-year term - “Executive Officers” of the Society 10

 Section 10.02 Two-year term - Directors 10

 Section 10.03 Vacancies 10

Article XI. REMOVAL OF DIRECTORS AND EXECUTIVE OFFICERS 10

Article XII. REMUNERATION 11

Article XIII. MEETINGS 11

 Section 13.01 Annual General Meeting (AGM) 11

Section 13.02	Board Meetings.....	11
Section 13.03	Special Resolution Meetings.....	12
Section 13.04	Other Meetings.....	12
Article XIV.	CONDUCT OF MEETING	12
Section 14.01	Participation.....	12
Section 14.02	President’s Duties	13
Article XV.	DUTIES OF THE RECORDING SECRETARY	13
Article XVI.	DUTIES OF MEMBERSHIP SECRETARY.....	14
Article XVII.	DUTIES OF TREASURER	14
Article XVIII.	FISCAL YEAR	14
Article XIX.	BOOKS AND RECORDS.....	15
Article XX.	INDEMNITY AND PROTECTION OF DIRECTORS.....	15
Section 20.01	Indemnity.....	15
Section 20.02	Protection.....	15
Article XXI.	ALTERATIONS TO THE BYLAWS	16
Article XXII.	NOTICES	16
Article XXIII.	SEAL.....	16
Article XXIV.	DISSOLUTION OF THE SOCIETY	17
Article XXV.	DISPUTE RESOLUTION.....	17

Article I. DEFINING AND INTERPRETING THE BYLAWS

In these Bylaws, the following words have these meanings:

Act - the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

Annual General Meeting - the annual general meeting described in Article XIII.

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

Board - the elected Board of Directors, as defined in Article IX.

Bylaws - the Bylaws of the Society, as amended.

Director - any person elected to the Board, as defined in Article IX.

Executive Officer – a member of the Executive, as defined in Article IX.

Ex officio – *Ex officio* Committee members are members by virtue of their office, and have the same rights and privileges as other Committee members.

Gender - pronouns in masculine, feminine and non-binary genders shall be construed to include all genders.

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

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

Member - a Member of the Society as defined in Article III.

Present at a meeting - any person attending a meeting physically or virtually is deemed to be present at the meeting, regardless of their physical location.

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.

Special Meeting - the special general meeting described in Article XIII.

Special Resolution - the Special Resolution described in Article XIII.

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 III.

Voting Privilege - Any Descendant 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 are currently suspended
- d. Members who have been expelled

Article II. NAME

Section 2.01

The name of the Society is "The Southern Alberta Pioneers' and Their Descendants".

Article III. MEMBERSHIP

The Society shall be composed of the following types of members:

Section 3.01 Descendant Member

- (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 25th, 1967 upon reaching the age of 18 years.

- (c) Rights and Responsibilities
 - i. May be elected as an Executive Officer of the Society
 - ii. May be elected to the Board of Directors
 - iii. Has voting privileges on all matters pertaining to the Society
 - iv. May sit on any standing committee
 - v. Agrees to abide by the Objects of the Society

Section 3.02 Associate Member

- (a) The spouse or partner of a Descendant Member of the Society is entitled to be admitted as an Associate Member.
- (b) Rights and Responsibilities
 - i. No voting privileges
 - ii. May be nominated to the Board of Directors, and if elected, will have the full rights of a Descendant member during the Associate's tenure as a Director including holding office in the Society, except for the office of President or Vice-President. The combined number of Associate Members and Friend Members on the Board of Directors shall not exceed 3 at any time.
 - iii. May sit on any standing committee
 - iv. Agrees to abide by the Objects of the Society

Section 3.03 Friend Member

- (a) Any person who has reached the age of 18 years old, and who supports the objects of the Society, may apply for membership in accordance with the policy established, from time to time, by the Board of Directors.
- (b) Rights and Responsibilities
 - i. No voting privileges
 - ii. May be nominated to the Board of Directors, and if elected, will have the full rights of a Descendant member during the Friend's tenure as a Director including holding office in the Society, except for the office of President or Vice-President. The combined number of Associate Members and Friend Members on the Board of Directors shall not exceed 3 at any time.
 - iii. May sit on any standing committee
 - iv. Agrees to abide by the Objects of the Society

Section 3.04 Honorary Member

Is a person deemed to have provided an extraordinary service to the Society. Criteria shall be in accordance with the policy established, from time to time, by the Board of Directors. An Honorary Member can be nominated by any Member who is in good standing.

- (a) Rights and Responsibilities
 - i. No voting privileges

Section 3.05 Gold Card Member

- (a) Gold Card Member is a Descendant Member or an Associate Member who has reached the age of 80 years old.
- (b) Rights and Responsibilities
 - (i) Annual fees are waived
 - (ii) Retains all other rights and responsibilities of their class of membership, per sections 3.01 and 3.02 above

Article IV. APPLICATION FOR MEMBERSHIP

Section 4.01 Descendant Member

Any person meeting the requirements of membership as set out in Section 3.01 above and desirous of becoming a Member of the Society shall be admitted upon approval of the Board by providing the following;

- (i) Name of Pioneer
- (ii) Date of arrival
- (iii) Location of arrival
- (iv) Documentation to support the application

Upon approval of the application by the Board or its designate, and the payment of the membership fee, the person shall become a Descendant Member.

Section 4.02 Associate Member

Upon approval of the application by the Board or its designate, and the payment of the membership fee, the person shall become an Associate Member.

Section 4.03 Friend Member

Upon approval of the application by the Board or its designate, and the payment of the membership fee, the person shall become a Friend Member.

Article V. FEES

Section 5.01

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 twelve months 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 VI. RESIGNATION AND EXPULSION

Section 6.01 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 6.02 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 VII. MANAGEMENT

Section 7.01

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 VIII. COMMITTEES

Section 8.01

The President of the Society may appoint such committees as they deem 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) At least one of the Executive Officers shall be appointed as an *ex-officio* Member of any committee appointed to carry out any special duties.

Article IX. BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

Section 9.01

- (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 six Executive Officers of the Society and eight other Descendant Members, Associate Members, or Friend Members, as authorized by Article III above.
- (c) 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 X 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 X. TERM OF OFFICE

Section 10.01 One-year term - "Executive Officers" of the Society

- (a) The President, Vice-President, Immediate Past President, Recording Secretary, Membership Secretary and Treasurer are considered to be the Executive Officers for the Society.
- (b) If there is no candidate to succeed the President, the President may serve for an additional term. However, the President may not hold the same office for more than two consecutive terms.

Section 10.02 Two-year term - Directors

- (a) Eight additional members of the Board of Directors shall be elected for a term of two years, with four Directors retiring each year.

Section 10.03 Vacancies

- (a) 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 XI. REMOVAL OF DIRECTORS AND EXECUTIVE OFFICERS

Section 11.01

- (a) Any member of the Board of Directors shall be deemed to resign their 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 Chair 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 VI and the first paragraph of Article XI.

Article XII. REMUNERATION

Section 12.01

(a) Except as set forth in Article IX hereof, unless authorized at any meeting and after notice of same shall have been given, all Members as outlined in Article III are considered to be volunteers and will not receive any remuneration for their volunteer services.

Article XIII. MEETINGS

Section 13.01 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 60 minutes allowing time to reach a quorum.

(c) Review of Financials

Section 13.02 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 13.03 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 Voting Members present at the Special Resolution meeting.
- (c) 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.
- (d) 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 60 minutes allowing time to reach a quorum.

Section 13.04 Other Meetings

Shall be called by the President at such times:

- (a) As they deem 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 XIV. CONDUCT OF MEETING

Section 14.01 Participation

Any meeting of the Society may be conducted, as decided by the Board of Directors:

- (a) In person;
- (b) Electronically, that permits participants by video and/or audio voting, the identification of participants who seek recognition to speak, and the display of motions, subject to any rules regarding participation in an electronic meeting that the Society may promulgate, or

(c) A combination of in person and electronic means that satisfies the requirements prescribed in subsection (b) above.

(d) No votes by proxy at any Meeting, as defined in Article XIII.

Section 14.02 President's Duties

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
- (f) In the absence of the President and Vice-President, the Board will appoint a Board member to act as Chair of Board meetings until the election of an alternate President

Article XV. DUTIES OF THE RECORDING SECRETARY

Section 15.01

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

Article XVI. DUTIES OF MEMBERSHIP SECRETARY

Section 16.01

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 XVII. DUTIES OF TREASURER

Section 17.01

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 XVIII. FISCAL YEAR

Section 18.01

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 XIX. BOOKS AND RECORDS

Section 19.01

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 XX. INDEMNITY AND PROTECTION OF DIRECTORS

Section 20.01 Indemnity

Each and every Director shall be deemed to have assumed office on the express condition that every Director, their heirs, executors, administrators and estate and effects respectively shall at all times be indemnified and saved harmless against all costs, charges and expenses whatsoever, which such Director sustains or incurs in any action or proceeding which is brought or prosecuted against them in respect of any act or matter done or permitted by them in the execution of the duties of their office and also costs, charges and expenses which they may sustain or incur in relation to the affairs of the Society except such costs, charges and expenses as are caused by their own fraud, dishonesty, willful neglect or default.

Section 20.02 Protection

No Director shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the order of the Directors for or on behalf of the Society for the insufficiency or deficiency of any security in or upon which any of the monies or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or wrongful act of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by an oversight or error in judgment on their part or for any other loss, damage or misfortune which may happen in the exercise of their respective duties or trust or in relation thereto unless the same shall happen by their own or through their own willful act of default. Directors may rely upon the accuracy of any statement or report prepared by the Society's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

Article XXI. ALTERATIONS TO THE BYLAWS

Section 21.01

- (a) The By-laws shall not be altered or amended by the vote of less than 75% or three quarters of Voting Members 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 XXII. NOTICES

Section 22.01

- (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 one or more of 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 posting on the Society's website.

Article XXIII. SEAL

Section 23.01

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 XXIV. DISSOLUTION OF THE SOCIETY

Section 24.01

- (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.
- (b) The Society shall not pay any dividends or distribute its property among its Members.

Article XXV. DISPUTE RESOLUTION

Section 25.01

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.