

Proposed changes to 2014 bylaws

2014 SAPD bylaws		2021 SAPD draft bylaws		Reason for change
- General changes				
XXIV	Definitions at end of bylaws	I	Definitions at beginning of bylaws	Typically definitions are at the beginning of bylaws because they define terms used in the document
XXIV	Definition “Masculine and Feminine – words indicating the masculine gender also include the feminine gender and vice versa”	I	Masculine and Feminine definition deleted and Gender definition added. “Gender - pronouns in masculine, feminine and non-binary genders shall be construed to include all genders.”	Use of gender neutral terms
XXIV	Masculine and feminine pronouns “he or she” used throughout the document		Replaced with neutral gender terms “they” and “their” throughout the document	Use of gender neutral terms
		I	Added definition for “ <i>ex officio</i> ”	For clarification
		I	Definition added for “Present at a Meeting”	To allow for in person, electronic, or audio participation at meetings
XXIV	Special Resolution procedure in definitions.	13.03 (b) (c) (d)	The Special Resolution procedure is unchanged, but the definition is now contained within section 13.03.	This is a more appropriate placement of the Special Resolution procedure. The procedure of Special Resolution is contained within the Societies Act and bylaws must conform to it.
	Throughout the bylaws the term “Members who are entitled to vote” is used		Replaced with the term “Voting Members”	Definition already existed, clarifies the language within the document

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			Renumbered Articles and sections	Moving the Definitions to the beginning of the document meant that all the sections are renumbered.
			Throughout the document, added section numbers where there weren't any	For style and ease of reference.
			Corrected the name of the Society to reflect our name stated in our Articles of Incorporation.	The legal name of the Society is Southern Alberta Pioneers and Their Descendants.
			Throughout the document, added section numbers where there weren't any	For style and ease of reference.
- Membership Categories				
2.01 2.02 2.03 2.04 2.05	All Membership categories have Rights and Privileges and sometimes Responsibilities.	3.01 (c) 3.02 (b) 3.03 (b) 3.04 (a) 3.05 (b)	All Membership categories have Rights and Responsibilities.	For consistency.
2.01	Regular Members are "the direct descendants of residents...."	3.01	Category renamed Descendant Members. The section is otherwise unchanged.	For clarification as to the types of membership.

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2.02	Associate Membership open to spouses or partners of Regular Members. Associate Members do not have voting rights at meetings, except when they serve on the Board, when they have the same rights as Regular Members. The maximum number of Associate Members on the Board at any time will not exceed 3.	3.02	The category of Associate Members is unchanged, except for the number that are able to serve on the Board. The total number of Associate Members and Friend Members on the Board of Directors at one time is 3.	
	n/a	3.03	Added the Membership category of "Friend Member". Friend Members do not have voting rights at meetings, except when they serve on the Board of Directors, when they have the same rights as Descendant Members. The total number of Associate Members and Friend Members on the Board of Directors at one time is 3.	Allows increasing membership outside of Descendants and their spouses or partners (Associate Members).
2.03	Life Members	n/a	The membership category of Life Members has been removed.	The category was used infrequently, and there are other mechanisms to recognize service to the Society.

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2.04	An 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.	3.04	An Honorary Member is a person who has provided an extraordinary service to the Society. Criteria for admittance will be in accordance with policy established from time to time by the Board. Nominations can come from any Member who is in good standing.	Removed “who is not eligible for membership” in the Society, and added that the policy for admittance will be established by the Board.
2.05 (a)	Gold Card Members – Regular, has reached the age of 80 years old has their annual fees waived and retains the other rights and privileges of a regular member.	3.05 (a)	Both sections have been combined. A Descendant or an Associate Member who has reached the age of 80 years old has their annual fees waived and retains the other rights and responsibilities of their membership category.	For clarification.
2.05 (b)	Gold Card Members – Associates, has reached the age of 80 years old has their annual fees waived and retains the other rights and privileges of an Associate member.			
- Application for Membership				
II	Regular Members become Members if they are a descendant of a pioneer (defined in s. 2.01 (a) and (b)) and provide the documentation set out in Article III.	4.01	Descendant Members become Members when application and documentation is accepted by the Board (or its designate) and the membership fee has been paid.	Alignment with current practices.
	n/a	4.02	Added application procedure for Associate Member.	Necessary administrative change.

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	n/a	4.03	Added application procedure for Friend Member.	Necessary administrative change.
- Membership Fees				
IV (b)	Membership terminated if fees are unpaid for 2 years.	5.01 (b)	Membership terminated if fees are unpaid for 12 months.	To encourage people to pay their membership fees in a timely manner.
- Committees				
VII	President, Recording Secretary and Treasurer are <i>ex officio</i> members of each Committee.	8.01 (b)	At least one of the Executive Officers will be appointed as an <i>ex officio</i> member of any Committee.	To distribute Committee work within the wider Executive.
- Board of Directors and Executive Officers				
	n/a	9.01 (b)	Membership category "Friend Member" has been added.	Necessary administrative change.
VIII (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".	9.01	Section VIII (c) is removed.	Gender balance for the two top executive positions will still be the policy of the Board, but will be added to the Policies & Procedures and not be mandated by the bylaws. This allows for flexibility in Board recruitment.
- Term of Office				
9.01	"The President, Vice-President, Recording Secretary, Membership Secretary and Treasurer are considered to be the Executive Officers for the Society."	10.01 (a)	Changed to "The President, Vice-President, Immediate Past President , Recording Secretary, Membership Secretary and Treasurer are considered to be the Executive Officers for the Society."	Needed to be added to align with Article VIII of 2014 bylaws, section 9.01 of draft 2021 bylaws, and currently practice.

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	n/a	10.01 (b)	Added the ability for the President to serve 2 terms if there is not a candidate to succeed them. “The President may not hold the same office for more than two consecutive terms.”	To allow the President to serve 2 consecutive terms, if necessary, allowing for flexibility in Board recruitment.
9.02	The section read “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”.	10.02 (a)	The provision requiring 4 men and 4 women on the Board was removed and changed to “Eight additional members of the Board of Directors shall be elected for a term of two years, with four Directors retiring each year”.	A gender balanced Board will still be the policy of the Society and will be added to the Policies & Procedures, but not be mandated by the bylaws. This allows some flexibility in Board recruitment.
- Meetings				
12.01 12.03	For Annual General Meetings and Special Resolution Meetings, if quorum is not present, the meeting will be recessed for 30 minutes allowing time to reach quorum.	13.01 (b) 13.03 (d)	Increased the time of the recess from 30 minutes to 60 minutes.	To give members more time to attend the meeting and achieve quorum.
XXIV	Special Resolution procedure in definitions.	13.03 (b) (c) (d)	The Special Resolution procedure is unchanged, but the definition is now contained within section 13.03.	This is a more appropriate placement of the Special Resolution procedure. The procedure of Special Resolution is contained within the Societies Act and bylaws must conform to it.

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	n/a	14.01	Definition added to allow meetings of the Society to be conducted in person, electronically, or a combination of in person and electronically.	To allow for electronic or audio participation at meetings, as well as in person.
XIX (b)	No proxy voting for Special Resolution Meetings.	14.01 (d)	No votes by proxy at any Meeting, as defined in Article XIII.	To reflect current practices.
XIV (f)	In the absence of the President and Vice-President, the Recording Secretary will act as chair of Board meetings until the election of an alternate President.	14.02 (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.	For clarity.
- Indemnity and Protection of Directors				
	n/a	20.01 20.02	Added Indemnity and Protection of Directors.	Protections already exists in common law, but they are now stated in the bylaws.
- Notice to Members				
XX(c) (iii)	Notice given "By electronic means such as e-mail or facsimile".	22.01 (c)(iii)	Facsimile removed and section changed to "By electronic means such as e-mail or posting on the Society's website".	To expand the methods that notice may be given in line with technology.