

ATHABASCA HERITAGE SOCIETY BY-LAWS

1.0 NAME: Shall be the **Athabasca Heritage Society**, also referred to as “the Society” or AHS.

2.0 MEMBERSHIP:

- 2.1 Membership in the Athabasca Heritage Society is open to any person who supports the objectives of the Society.
- 2.2 Members are responsible to adhere to the objectives and by-laws of the Society.
- 2.3 Members of the Society may voluntarily withdraw membership at any time in writing, verbally, or by telephoning any member of the Board.
- 2.4 The Board of Directors may, by a majority vote at any meeting of the Society, expel or suspend a member who fails to adhere to these by-laws and/or policies, and/or for any cause that the Board deems reasonable.
- 2.5 Members in arrears for fees or assessments for any year will have no membership privileges or powers until fees are remitted.
- 2.6 Membership fees, if any, of the Society shall be determined, from time to time, by the members at an annual general meeting.

3.0 GOVERNANCE:

3.1 BOARD OF DIRECTORS

- 3.1.1 “Board of Directors” or Board” shall mean the Board of Directors of the Athabasca Heritage Society.
- 3.1.2 The members of the Board of Directors shall not receive any remuneration for services provided to the Society.
- 3.1.3 The Board of Directors shall, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society between annual and general meetings.
- 3.1.4 Board of Directors shall consist of five (5) individuals: a Chair, a Vice-Chair, a Secretary, a Treasurer, and one (1) member-at-large who will be elected by the general membership at the Annual General Meeting.
- 3.1.5 Any member of the Board of Directors who is absent from three (3) consecutive meetings shall (unless such absence is caused through illness or be authorized by resolution of the Board duly entered in the minutes) forfeit his/her office and another member shall be appointed in his/her place and the member so forfeiting his/her office shall be eligible for re-election.
- 3.1.6 Any vacancy occurring during the year shall be filled at the next regular meeting of the Board of Directors.

3.2 **CHAIR:** Responsibilities of the Chair are:

- 3.2.1 To be ex-officio member of all sub-committees of the Society.
- 3.2.2 Chairs board meetings, including the Annual General Meeting, and encourages all board members to participate.
- 3.2.3 Provides leadership to the Board.
- 3.2.4 Represents the organization at public/community events and with government officials.
- 3.2.5 Signs documents as approved by the Board.
- 3.2.6 Writes and signs such letters and correspondence as directed by the Board or motions passed by the membership.
- 3.2.7 Sets dates for meetings.
- 3.2.8 Makes any official statements to media.
- 3.2.9 Develops meeting agendas with the secretary and ensures Board members receive the materials they need to do their job, including reports, meeting agendas and minutes.
- 3.2.10 Appoints Ad Hoc Committees to deal with specific issues and projects of concern to the Society.
- 3.2.11 Delegates responsibilities as necessary.
- 3.2.12 Votes only in the event of a tie.

3.3 **VICE-CHAIR:** Responsibilities of the Vice-Chair are:

- 3.3.1 To act in the absence of the Chair.
- 3.3.2 Assumes the office of Chair if the Chair resigns during the term of office.

3.4 **SECRETARY:** Responsibilities of the Secretary are:

- 3.4.1 Shall provide for accurate record keeping of all the meetings of the Society and Board of Directors.
- 3.4.2 Shall have charge of the seal of the Society which, whenever used, shall be authenticated by the signature of the Secretary and the Chair, or in the case of the Chair's death or inability to act, by the Vice-Chair.
- 3.4.3 Shall have charge of all the correspondence of the Society and be under the direction of the Chair and the Board of Directors.
- 3.4.4 Shall ensure that all notices of the various meetings are sent as required
- 3.4.5 In the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board of Directors.

3.5 **TREASURER:** Responsibilities of the Treasurer are:

- 3.5.1 Shall provide for the receipt of all moneys paid to the Society and shall be responsible for the deposit of same in whatever bank or other financial institution the Board of Directors may order.
- 3.5.2 Shall provide for proper accounting of the funds of the Society and keep such books as may be directed.
- 3.5.3 Shall ensure that a full and detailed account of receipts and disbursements is presented to the Board of Directors whenever requested and shall prepare for submission to the Society an annual statement, duly audited, and retain a copy of the same for the record of the Society.
- 3.5.4 Shall ensure that record of all the members of the Society and their addresses are kept and that the annual dues or assessments (if any) levied by the Society are collected and received.
- 3.5.5 Shall ensure that the designated forms and audited financial statements are remitted to the Alberta Government to retain the Society's non-profit, society status.

3.6 **MEMBER-AT-LARGE:** Responsibilities of the Member-at-Large are:

- 3.6.1 To participate in all board meetings
- 3.6.2 To be a voting member at all board meetings

3.7 **COMMITTEES**

- 3.7.1 The Chair shall appoint Ad Hoc Committees to deal with specific issues and projects of concern to the Society.
- 3.7.2 The term of membership on a Standing Committee shall be one (1) year, commencing at the transitional meeting after the AGM or until the specific project is completed or issue resolved.

3.8 **MEETINGS:**

- 3.8.1 Any member of the Society may attend any meeting of the Board of Directors or of the Society as a whole.
- 3.8.2 The Society may hold general meetings as necessary and must hold one (1) Annual General Meeting (AGM) in each year on or before **February 28th**.
- 3.8.3 Public announcement will be made of the Annual General Meeting three (3) weeks prior to the date and all members in good standing shall be notified six (6) days prior to the meeting date or contacted by telephone/e-mail.
- 3.8.4 There shall only be one Annual General Meeting.

- 3.8.5 The Board of Directors of the Society shall meet each month between the Annual and General Meetings and/or at the discretion of the Chair. Notice of the next regular meeting shall be announced at the current meeting and also is made in writing, e-mail or by telephone at least six (6) days prior to the meeting date. Quorum for all such Board meetings shall be 3 of the 5 directors. These meetings are open to all members in good standing and the public.
- 3.8.6 A special meeting may be called on the instructions of any two (2) members of the Board of Directors provided they request the Chair in writing to call such a meeting and state the business to be brought before the meeting. Notice of such a special meeting shall be called in writing or by telephone with at least seven (7) days notice.
- 3.8.7 Quorum for all general meetings and special meetings shall be 3 of the 5 directors plus 10 per cent of those persons holding valid memberships in the Society.
- 3.8.8 All members in good standing have the right to vote and participate in discussions at all Annual and General and Special Meetings of the Society. Such votes must be made in person and not by proxy or otherwise.
- 3.8.9 Only members of the Board of Directors shall have the right to vote at Board meetings. Such votes must be made in person and not by proxy or otherwise.
- 3.8.10 Robert's Rules of Order shall govern the conduct of meetings.
- 3.8.11 The business of the Annual General Meeting shall be at minimum:
- a. Minutes of the previous AGM
 - b. Chair's report
 - c. Treasurer's report
 - d. Committee reports
 - e. The election of the Board and Standing Committees, if necessary

3.9 CONFLICT OF INTEREST:

- 3.9.1 Conflict of interest occurs when a member participates in a discussion or decision-making about a matter which may benefit (financially or materially) either: that member, someone in that member's family, or the agency or business that member represents.
- 3.9.2 Any possible conflict of interest on the part of a member shall be disclosed to the Chair. When such interest becomes a matter of Board action, the member shall not vote or use personal influence

on the matter and shall not be counted in the quorum for decisions on the interest. The minutes of the meeting shall clearly reflect that these requirements have been met.

- 3.9.3 Should a quorum be lost due to these conflict of interest policies, the meeting of the Society shall proceed as if a quorum is present.
- 3.9.4 Members must not use their positions to obtain employment for themselves or family members with the council.
- 3.9.5 Conflict of Interest policy statements are to be signed by members yearly at the annual general meeting.
- 3.9.6 Conflict of Interest policy statements will be available to be signed at the AGM or before the first meeting of new executive.
- 3.9.7 Current signed Conflict of Interest policy statements will be kept on file by the Secretary.
- 3.9.8 A sample Conflict of Interest policy form is attached as Schedule "A."

4.0 FINANCIAL MATTERS:

- 4.1 The books, accounts, and records of the Society shall be audited at least once a year by a duly-qualified accountant or by two (2) members of the Society elected for that purpose at the annual meeting of the Society.
- 4.2 The fiscal year of the Society shall be January 1st to December 31st.
- 4.3 A complete and proper statement of the standing of the financial books for the previous year shall be submitted for adoption at the Annual General Meeting of the Society.
- 4.4 The books and financial records of the Society may be inspected by any member at any time provided the request is made to the Board of Directors at a regular Board meeting.
- 4.5 Shall ensure that the designated forms are filed with the Federal Government to retain the Society's charitable status/number.
- 4.6 The signature of the Treasurer, together with one (1) of two (2) designated members of the Board, shall constitute signing authority for matters of banking.
- 4.7 If the Society feels the need to borrow funds, it will be approved under a borrowing resolution at that time of need.

5.0 BY-LAW CHANGES:

- 5.1 The By-Laws of the Society may be rescinded, altered, or added to by special resolution of the members of the Society.
- 5.2 The special resolution will be presented at a General Meeting.
- 5.3 There must be at least twenty-one (21) days notice to all members of the proposed change(s).
- 5.4 At least seventy-five (75) percent of the members who vote at the meeting must approve the change(s).

6.0 DISSOLUTION CLAUSE:

- 6.1 The Athabasca Heritage Society may voluntarily dissolve itself by a special resolution adopted by the members of the Society.
- 6.2 Notice of the Motion of Dissolution must be given at least one (1) month prior to the meeting in which the dissolution will be voted upon.
- 6.3 The special resolution will be presented at a general meeting or the Annual General Meeting.
- 6.4 There must be at least twenty-one (21) days notice to all members of the proposed dissolution.
- 6.5 At least seventy-five (75) percent of the members who vote at the meeting must approve of the dissolution and the disbursement of the Society's assets.
- 6.6 Disposal of Assets:
 - 6.6.1 The disposal of assets is defined as those assets remaining after payment of all debts.
 - 6.6.2 Remaining assets **MUST NOT** be distributed to the members.
 - 6.6.3 Upon the dissolution of the corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees described in subsection 149.1(1) of the *Income Tax Act*.

7.0 REMOVAL OF DIRECTORS AND OFFICERS:

7.1 If a director or officer does not do the job they have been appointed to do as described in the position descriptions in 3.0 Governance, a motion to remove the director or officer will be made in a Regular Meeting and Executive Group comprising Chair, Vice-Chair, Secretary, Treasurer and Members at Large, will vote on the motion. A majority in favour of the motion is required to remove a director or officer. The director or officer will be informed that they have been removed from office via a registered letter requiring their signature. The Society will keep on file a copy of the letter.

SCHEDULE “A”

ATHABASCA HERITAGE SOCIETY

CONFLICT OF INTEREST POLICY

- a) Conflict of interest occurs when a member participates in a discussion or decision making about a matter which may benefit either: that member, someone in that member’s family, or the agency or business that member represents.
- b) Any possible conflict of interest on the part of a member shall be disclosed to the Athabasca Heritage Society Chair. When such interest becomes a matter of Board action, the member shall not vote or use personal influence on the matter, and shall not be counted in the quorum for decisions on the interest. The minutes of the meeting shall clearly reflect that these requirements have been met.
- c) Should a quorum be lost due to these conflict of interest policies, the meeting of the Board shall proceed as if a quorum is present.

Acknowledgement of Conflict of Interest Policy

I have read, understood and agree to abide by the conflict of interest policies of Athabasca Heritage Society.

Signature

Date