

Proposed Revision to The Red Deer and District Museum Society Bylaws

These bylaws will replace the bylaws currently in place. This will require that a special resolution be introduced and passed at the Annual General Meeting of the Society on June 1st, 2011. Included in the motion will be a motion to rescind the existing bylaws.

Ronald Crossley
Chair of the Governance Committee
[April 14, 2011](#)

Red Deer and District Museum Society Bylaws

Part 1 - DEFINITIONS AND INTERPRETATIONS

1. Definitions:

In these bylaws, unless the context requires otherwise the following definitions shall apply:

- (a) “Board” when used in a bylaw shall refer to a “Quorum” of “Directors”.
- (b) “Board of Directors” when used in a bylaw shall refer to the group of “Directors” duly elected or appointed as the governing body in accordance with the provisions of the bylaw.
- (c) “Board Meeting(s)” when used in a bylaw shall refer to a meeting(s) of the “Directors”.
- (d) “Director(s)” when used in a bylaw shall refer to a “Voting Member(s)” duly elected or appointed to the “Board of Directors” in accordance with the provisions of the bylaw.
- (e) “General Meeting(s)” when used in a bylaw shall refer to a meeting(s) of the “Voting Members” including the “Directors”. Other “Members” may attend but are not eligible to vote.
- (f) “Member(s)” when used in a bylaw shall refer to an individual(s), a group, an organization or other legal entity approved for membership in the “Society” in accordance with the provisions of the bylaw.
- (g) “Officer(s)” when used in a bylaw shall refer to a “Director” appointed or elected to one of the following positions: President, Vice-President, Treasurer, or Secretary in accordance with the provisions of the bylaw.
- (h) “Quorum” when used in a bylaw shall refer to the minimum number of “Directors” that must be in attendance at a “Board Meeting” or “Voting Members” that must be in attendance at a “General Meeting” for the valid transaction of business in accordance with the provisions of the bylaw.

- (i) “Society” when used in a bylaw shall refer to the **Red Deer and District Museum Society** incorporated under Corporate Access Number 50006909 on November 15, 1972.
- (j) “Special Resolution” when used in a bylaw shall meet the criteria provided in the Province of Alberta Societies Act.
- (k) “Voting Member” when used in a bylaw shall indicate that a “Member” has met the eligibility criteria to participate in a vote in accordance with the provisions of the bylaw.

2. Words:

Words importing the singular include the plural and vice versa; and words importing the male person include a female person and vice versa; except in cases where the context requires a literal interpretation.

Throughout this bylaw, words that have been defined in Section #1 will be indicated in quotation marks.

Part 2- MEMBERSHIP

3. Membership in the “Society”:

- (a) An individual, group(as defined in policy), corporation, institution, association or any other similar legal entity may apply for annual membership in the “Society” by completing the required documentation and paying the membership fee as prescribed in “Board” policy.
- (b) Lifetime memberships may be granted by the “Board” to an individual(s) who is deemed by the “Board” to have made a significant contribution to the success of the “Society.” Any membership fees shall be waived by the “Board” in these cases.
- (c) An honorary position may be granted by the “Board” to an individual in recognition of support for and/or services rendered to the “Society”. These honorary appointments expire on December 31st of the year in which they were approved but may be extended by a resolution of the “Board”.

(d) Membership will also be extended to those individuals appointed to the “Board of Directors” under the terms of an agreement with another agency. Any membership fees shall be waived by the “Board” in these cases as a term to the agreement.

4. “Voting Members:”

Membership in the “Society” does not automatically entitle an individual to vote at a “General Meeting.”

(a) To be eligible to vote an individual “Member” shall:

- be at least 18 years of age;
- not be in arrears in payment of membership fees; membership granted under section 3(b) and 3(d) above shall be deemed to have met the requirements for payment of any membership fees;
- have held a membership for at least sixty (60) days prior to participating in a vote;
- be present at the time of the vote (voting by proxy is not permitted); and
- not be in conflict of interest regarding the matter on which a vote is occurring.

(b) Where a group(as defined in policy), corporation, institution, association or any other similar legal entity has been accepted as a “Member” of the “Society” the number of individuals eligible to vote per membership shall be as specified in policy. The requirements of (a) above must also be met.

(c) Honorary appointments do not include the right to vote on any matter.

(d) The Executive Director of the “Society” shall not less than forty-five (45) days prior to an Annual “General Meeting” and not less than twenty-one (21) days prior to any “General Meeting” provide the “Board” with a list of all “Members” eligible to vote at the upcoming meeting.

5. Member Responsibilities:

An individual who has been granted membership is expected:

- (a) to uphold the mission and bylaws of the “Society”; and
- (b) to support the ongoing work of the “Society”.

In addition to (a) and (b) above, “Voting Members” are encouraged to attend and participate in “General Meetings” of the “Society”.

6. Cessation or Expulsion of a “Member”

- (a) A person shall cease to be a “Member” of the “Society”
 - i. by forwarding a written or electronic resignation to the Secretary of the “Society”;
 - ii. upon the death of the individual;
 - iii. when his membership has expired and not been renewed.
- (b) A group(as defined in policy),corporation, institution, association, or any other legal entity shall cease to be a “Member” of the “Society”
 - i. by forwarding a written or electronic resignation to the Secretary of the “Society”;
 - ii. upon the disbanding of the legal entity;
 - iii. when its membership has expired and not been renewed.
- (c) A “Member” may upon recommendation of the “Board”, be suspended or expelled from membership for cause by a majority vote of the “Voting Members” at a “General Meeting” of the “Society”. Written notice of the action will be provided to the expelled “Member” by the “Board”.
- (d) A “Member” who has been suspended or expelled may appeal the decision of the “Society” by providing a written request to the “Board”, for a hearing at the next “General Meeting” of the “Society”. Following the hearing, the decision of the “General Meeting” shall be final and binding.
- (e) Cessation of membership for any reason shall not result in the reimbursement of the membership fee.

Part 3 – “BOARD of DIRECTORS” AND “OFFICERS”

7. Duties of the “Board of Directors”

- (a) The “Board of Directors” shall be accountable to the “Members” for the governance of the “Society”.
- (b) In addition to the regular governance duties, a “Director” may be required to perform the duties of an “Officer” of the “Society” in accordance with the provisions of Sections 10, 12, and 13 of this bylaw.
- (c) The “Board of Directors” shall recruit, select, appoint, monitor and evaluate the Executive Director. This includes the provision of a position description and the establishment of a salary and benefit package.
- (d) The “Board of Directors” shall hold regular “Board Meetings” as required but not less than once per quarter (3 months).
- (e) The “Board of Directors” shall speak with one voice with the President being the chief spokesperson.

8. Composition of the “Board of Directors”

- (a) The “Board of Directors” shall not be less than nine (9) or more than twelve (12) “Voting Members” elected or appointed as “Directors” in accordance with the provisions of Sections 3 (d), 11, 12, and 13 of this bylaw.
- (b) Unless otherwise approved by a resolution at a “General Meeting”, the “Board of Directors” shall include the “Officer” positions of President, Vice-President, Secretary, and Treasurer.

9. Term of Appointment for “Directors”

- (a) Under normal circumstances the term of appointment as a “Director” shall be three (3) years.
- (b) “Directors” may serve two (2) consecutive full terms.
- (c) One additional term may be served providing there is a break in service of at least twelve (12) months since last being a “Director”.

- (d) One third ($\frac{1}{3}$) of the “Directors” will be subject to re-appointment, re-election or replacement each year.
- (e) “Directors” who are elected or appointed to complete the term of a vacated “Director” position will be eligible for re-appointment or re-election to a subsequent three year term. The partial term will be considered to be the first term.
- (f) To implement and maintain the replacement of “Directors” as stated in (d) above, it may be necessary to make initial term appointments of less than three (3) years.
- (g) Exceptions to (a) – (f) above may be made where in the opinion of the “Board of Directors” there are no suitable replacement candidates.
- (h) When an exception is proposed, the “Board” must seek and receive approval from the “Voting Members” at the next “General Meeting.”
- (i) The term of appointment for a “Director” appointed under Section 3 (d) of this bylaw will be determined in accordance with the agreement with the agency.

10. Term of Appointment for “Officers”

- (a) Under normal circumstances the term of appointment as an “Officer” shall be three (3) years.
- (b) “Officers” may serve two (2) consecutive full terms.
- (c) One additional term may be served providing there is a break in service of at least twelve (12) months since last being an “Officer”.
- (d) “Officers” who are appointed or elected to complete a term of a vacated “Officer” position shall be appointed to a term not to exceed the period of time until the next Annual “General Meeting”.
- (e) “Officers” who are elected or appointed to complete the term of a vacated “Officer” position will be eligible for re-appointment or re-election to a subsequent three year term. The partial term will be considered to be the first term.
- (f) “Officers” shall be appointed or elected from the “Board of Directors”

- (g) “Directors” may not hold more than one (1) “Officer” position at a time
- (h) Exceptions to (a) – (g) above may be made where in the opinion of the “Board of Directors” there are no suitable replacement candidates.
- (i) When an exception is proposed, the “Board” must seek and receive approval from the “Voting Members” at the next “General Meeting.”
- (j) “Directors” appointed under Section 3(d) of this bylaw are not eligible to hold an “Officer” position on the “Board of Directors.”

11. Eligibility for Election or Appointment of “Directors”

- (a) A “Director” shall be “Voting Member” of the “Society” in good standing prior to his election or appointment
- (b) Any “Voting Member” of the “Society” in good standing who has not already served two (2) consecutive terms as a “Director” shall be eligible to be elected or appointed a “Director” of the “Society”
- (c) A “Voting Member” in good standing who has served two (2) terms as a “Director” and who has not been a “Director” for the twelve (12) months prior to the election or appointment shall be eligible to be elected or appointed a “Director” of the “Society” for up to one additional term.
- (d) An individual may not serve as a “Director” of the “Society” for more than nine (9) years in total.
- (e) Exceptions to (a) – (d) above may be made where in the opinion of the “Board of Directors” there are no suitable replacement candidates.
- (f) When an exception is proposed, the “Board” must seek and receive approval from the “Voting Members” at the next “General Meeting.”

12. Process for Election of “Directors” and “Officers”

- (a) A nominating committee, appointed by the “Board,” composed of two (2) “Voting Members”, and two (2) “Directors” shall present to the “Voting Members” at the annual “General Meeting” a slate of candidates for each vacant “Director” position including the length of term, and a slate of one candidate, for each vacant “Officer” position.

- (b) The nominating committee will ensure that their nominees are “Voting Members” in good standing and that each is willing and able to perform the duties and responsibilities of the position for which they have been nominated.
- (c) The slate of candidates may be presented as a package or by individual candidate. The decision as to which method is used will be determined by the “Voting Members” by motion at the annual “General Meeting”.
- (d) Where the decision of the “Voting Members” is to deal with each nomination separately the “Voting Members” shall determine by motion how the election will be conducted (by motion, vote by show of hands, or secret ballot).
- (e) Where the decision of the “Voting Members” is to approve the slate of nominees, the approval shall be by the standard resolution process.
- (f) Where a candidate for election as a “Director” is also being considered for election as an “Officer”, the election on being a “Director” must be concluded prior to consideration as an “Officer.”

13. Process for Appointment of “Directors” and “Officers”

- (a) Should a “Director” or “Officer” position become vacant for whatever reason within six (6) months following an annual “General Meeting” the “Board” may appoint a “Voting Member” to fill the vacant position.
- (b) In determining the term of the appointment, the “Board” should follow the intent of Section 9 and 10 of this bylaw.

14. Removal of a “Director” or an “Officer”

- (a) A “Director” or an “Officer” may be relieved of his duties for cause by a majority vote of the “Voting Members” in good standing at a duly called “General Meeting.”
- (b) An “Officer” or a “Director” who fails to attend two (2) consecutive “Board Meetings” without providing the President with prior notice shall be considered as having resigned his position.

15. Duties and Responsibilities of the “Officers”

(a) The President shall:

- i. preside when present at all “Board” and “General Meetings” of the “Society”;
- ii. be an ex-officio member of all “Board” committees;
- iii. be the official spokesman for the “Society”;
- iv. approve the agenda for all “Board Meetings” and “General Meetings” of the “Society”;
- v. ensure the effectiveness and efficiency of the “Board of Directors”;
- vi. ensure that the decisions and directions of the “Board of Directors” are implemented in a timely manner; and
- vii. present an annual report to the “Members” at each annual “General Meeting.”

(b) The Vice-President shall:

- i. preside at all “Board Meetings” and “General Meetings” of the “Society” when the President is absent; and
- ii. perform the duties of the President when requested to do so by the President or during any time that the President is incapacitated, absent for a prolonged period, or when the position of President is vacant.

(c) The Treasurer shall:

- i. chair the Audit and Corporate Affairs Committee;
- ii. provide oversight of the financial affairs of the organization;
- iii. report to the “Board” on a regular basis on the financial status of the “Society”;
- iv. provide to the “Board” on at least a quarterly basis a detailed accounting of the “Society’s” financial status;
- v. participate in the development of the “Society’s” annual budget and via the Audit and Corporate Affairs Committee, recommend its acceptance to the “Board”;

- vi. participate in the development, monitoring and review of financial policies and procedures;
- vii. ensure that an adequate annual audit of the “Society’s” finances is completed and reported to the “Board” in a timely manner; and
- viii. ensure that the “Society” complies with the required financial reporting under the Alberta Societies Act.

(d) The Secretary shall:

- i. ensure that the records of the “Board” and those administrative records that are pertinent to the “Board’s” governance role are effectively developed and managed;
- ii. ensure that “Board” minutes are recorded, proofed and circulated to “Directors” in a timely manner;
- iii. ensure that “General Meeting” minutes are recorded, proofed and circulated to “Members” in a timely manner;
- iv. ensure that records of “Members” and “Voting Members” are maintained and reviewed at least quarterly;
- v. ensure that all correspondence to and from the “Board” is handled in a professional and timely manner;
- vi. ensure that the agenda for “Board Meetings” and “General Meetings” is developed and circulated in a timely manner along with all of the required supporting documentation;
- vii. ensure custody of the Seal of the “Society” and whenever the Seal is used, its use shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President; and
- viii. ensure that the “Society” complies with the required reporting excepting financial reports under the Alberta Societies Act.

PART 4 - MEETINGS

16. Conduct of Meetings

- (a) To the extent practical “Board Meetings”, “General Meetings” and Committee Meetings shall be conducted in accordance with the *Robert's Rules of Order Newly Revised, (most recent edition)*.
- (b) Board Meetings” are at the call of the President but must occur at least once per quarter (3 months).
- (c) A “Quorum” for a “Board Meeting” shall be five (5) of the serving “Directors” at the time of the meeting.
- (d) The agenda for “Board Meetings” should be circulated with supporting documentation to “Directors” in written form or electronically ideally at least five (5) days prior to the meeting date.
- (e) The Annual “General Meeting” of the “Society” shall be held on or before June 30th of each year.
- (f) “General Meetings” may be called by the “Board” at any time during the year when in the “Board’s” opinion a matter can not wait until the Annual “General Meeting”.
- (g) Notice of all “General Meetings” must be forwarded in writing or electronically to all “Voting Members” in good standing to the “Member’s” latest provided address at least fourteen (14) days prior to the date of the “General Meeting.”
- (h) Notice of the Annual “General Meeting” shall be published in a City of Red Deer newspaper in at least two editions, one at least fourteen(14) days prior to the date of the meeting and the other not less than seven (7) days prior to the meeting date.
- (i) A “Voting Member(s)” may request that a matter be placed on the agenda of a “Board Meeting” or a “General Meeting” by providing the President with a detailed request at least twenty-one (21) days prior to the scheduled meeting date.

- (j) A “General Meeting” shall be called by the “Board” when the “Board” receives a detailed petition requesting a “General Meeting” signed by not less than twelve (12) “Voting Members” in good standing. The timing of this meeting shall be such that it allows the provisions of (g) and (h) above.
- (k) A “Quorum” for a “General Meeting” shall be twelve (12) “Voting Members” in good standing
- (l) Once a “Quorum” has been established that “Quorum” will be deemed to exist for the remainder of the meeting.
- (m) When a “General Meeting” has been called but a “Quorum” is not reached, the chair shall declare the lack of “Quorum” and postpone the “General Meeting” until such a date that will permit the compliance with Section 16 (g), (h), and (o) of these bylaws.
- (n) Where a decision must be made within a time frame that would not allow the required “General Meeting” notification, the “Board” may make a decision and then report to a duly called “General Meeting” within thirty (30) days of having made the decision.
- (o) Where a “Special Resolution” is to be considered at a “General Meeting” the period of notice must not be less than twenty-one (21) days.
- (p) Adequate accommodation for the calling of “General Meetings” is believed to have been provided in the clauses in this section. Therefore no provision for calling of special meetings is provided in this bylaw.

17. Voting at “Board” and “General Meetings”

- (a) Unless otherwise requested by a “Director” or “Voting Member”, voting shall be by a show of hands.
- (b) The President shall vote when the vote is by ballot. His vote shall be cast at the same time as other “Directors” or “Voting Members” are voting.
- (c) A tie vote results in a rejection of the motion.
- (d) After a vote by other than a ballot vote, the President has the option to declare his vote either in the affirmative or negative or to abstain. When the vote has

resulted in a tie, the President may declare the motion lost or may declare his vote in favor of the motion and thus the motion would pass. Where the vote results in a one vote majority in the affirmative, the President may declare his vote in the negative, resulting in a tie and the motion would be lost.

- (e) Abstention votes have no effect on the calculation of the votes.
- (f) Any “Member” who meets the criteria for a “Voting Member,” Section 4 of this bylaw and has not had his right to vote removed in accordance with Section 6 of this bylaw shall have the right to vote at any “General Meeting” of the “Society”.
- (g) Eligible voters must be present to participate in any vote. Proxy voting is not allowed.

18. Code of Conduct and Conflict of Interest:

- (a) The “Society” subscribes to the principles presented in the Government of Alberta’s most recent Generic Code of Conduct for a Public Agency-First Person Familiar.
- (b) A “Director,” “Officer,” and/or “Voting Member” when participating in a discussion or in any decision-making activity must determine whether he is in or might be perceived to be in conflict of interest.
- (c) It is a “Director’s,” “Officer’s,” and/or “Voting Member’s” responsibility to announce his conflict and to take appropriate action(s). This might involve remaining silent, leaving the meeting and/or abstaining from a vote.
- (d) A “Director,” “Officer,” and/or “Voting Member” may request that the President provide him with guidance as to whether a conflict exists and also as to what might be the appropriate action he should take.
- (e) Where the President perceives that a conflict of interest may exist he may request that the “Director,” “Officer,” and/or “Voting Member” meet with him privately to discuss the President’s concern.
- (f) A “Director,” “Officer,” and/or “Voting Member” shall be held accountable for his decision regarding his actual or perceived conflict of interest.

PART 5 - OTHER MATTERS

19. Fiscal Year

The fiscal year for the “Society” shall be January 1st to December 31st.

20. Audits

The financial accounting of the “Society” shall be audited after the end of the “Society’s” fiscal year by a duly qualified accountant appointed by the “Voting Members” at the previous Annual “General Meeting”.

21. “Society” Seal

- (a) The “Society’s” Seal shall only be used where evidence of authenticity is required.
- (b) The signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President is required to confirm the authenticity.

22. Access to Information

The books and records of the “Society” may be inspected by any “Voting Member” in good standing of the “Society” at the Annual “General Meeting” or not more than once in twelve (12) months, upon giving five (5) days written notice and arranging a time satisfactory to the “Officers” having charge of same.

23. Remuneration

Unless authorized by resolution at a “Board” or “General Meeting” no “Director,” “Officer” or “Member” of the “Society” shall receive any remuneration for his services. An exception is made for the Executive Director and members of her staff who may be “Members” of the “Society”.

24. Expenditure Powers of the “Board”:

The “Board” shall have power to authorize expenditures on behalf of the “Society” from time to time and may delegate by resolution to the Executive Director:

- (a) the authority to approve expenditures not exceeding twenty-five thousand dollars (\$25,000) for identified items in the approved budget; and
- (b) the right to employ and pay compensation to employees.

25. Borrowing Power of the “Board”:

The “Board” is hereby authorized, from time to time to borrow money upon the credit of the “Society” from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the “Board” in its discretion may deem expedient except where the issuance of debentures is being considered. The power to issue debentures shall be exercised only under the authority of the “Society”, and in no case shall debentures be issued without the sanction of a “Special Resolution” of the “Society”.

26. Dissolution of Society:

The “Board” may by resolution decide to recommend to the “Members” of the “Society” that the “Society” be dissolved. The President shall then call a special “General Meeting” in keeping with Section 16 of this bylaw. The “Special Resolution” put before the “Voting Members” shall include the following:

- a) a statement of the reasons for dissolution;
- b) the plan for the discharge of all liabilities: and
- c) the plan for distribution of all assets including artefacts of the “Society” consistent with the policies, procedures, guidelines and all applicable legislation.

27. Bylaws:

In future the bylaws can only be changed by a “Special Resolution” of the “Voting Members” at a “General Meeting” of the “Society.”