

SOUTHERN ALBERTA PIONEERS' FOUNDATION

Draft Bylaws 2021

Draft

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

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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 X.

Board - the Board of Directors of the Foundation.

Bylaws - the Bylaws of the Foundation, as amended.

Director - any person elected to the Board.

Executive Officer - as defined in Article VII.

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

Foundation - the Southern Alberta Pioneers' Foundation.

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 By-laws must be interpreted broadly and generously.

Member - a Member of the Foundation 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.

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

Special Resolution - the Special Resolution described in Article X.

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 Foundation as defined in Article X.

Voting Privilege - Any Member can vote at any meeting of the Foundation with the exception of:

- a. Members who have withdrawn from membership
- b. Members who are in arrears in payment of annual fees to the Southern Alberta Pioneers' and Their Descendants
- c. Members who have been suspended
- d. Members who have been expelled

Article II. NAME

Section 2.01

The name of the Foundation is "The Southern Alberta Pioneers' Foundation".

Article III. MEMBERSHIP

Section 3.01

- (a) The Foundation will be composed of the Board of Directors of the Southern Alberta Pioneers' and Their Descendants as they are elected from time to time by the Members of the Southern Alberta Pioneers' and Their Descendants
- (b) Any Member who has not withdrawn from membership nor has been expelled will have the right will have the following rights and responsibilities:
 - (i) May be elected as an Executive Officer of the Foundation
 - (ii) May be elected to the Board of Directors
 - (iii) Has voting privileges on all matters pertaining to the Foundation
 - (iv) May sit on any standing Committee
 - (v) Agrees to abide by the Objects of the Foundation

Article IV. RESIGNATION AND EXPULSION

Section 4.01 Resignation

- (a) 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 4.02 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 Foundation;
 - (iii) If the misconduct or dishonesty of a Member critically disrupts the Society's 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 Foundation. 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 V. MANAGEMENT

Section 5.01

The affairs of the Foundation as a whole will be managed by;

- (a) A Board of eight Directors, four of which shall be the President, Vice-President, Secretary and Treasurer of the Southern Alberta Pioneers' and Their Descendants and four of which shall be the four Directors completing the second year of their term.

- (b) Five members of the Board of Directors will constitute a quorum for the transaction of business.
- (c) Policy and Procedures applicable to the operations of the Foundation will be reviewed and amended on a regular basis by the Board of Directors to ensure best business practices are adopted.

Article VI. COMMITTEES

Section 6.01

The President of the Foundation may appoint such committees as they deem advisable to carry out such duties as may be necessary in connection with the activities of the Foundation.

- (a) Such committees will 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 VII. BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

Section 7.01

- (a) The Executive Officers of the Foundation will consist of the following elected Members: President, Vice-President, Recording Secretary and Treasurer, all of whom will be Members in good standing of the Foundation.
- (b) The Board of Directors will consist of the Executive Officers of the Foundation and four other Directors as authorized by Article V above.
- (c) The Board of Directors of the Foundation will be authorized to disburse or authorize for disbursement, from time to time, by requisition such sums as will be necessary for the running of the Foundation. 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 will:
 - (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 Foundation will not be paid for their services in acting as Directors and Executive Officers, but will 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 Foundation upon prior approval.

Article VIII. REMOVAL OF DIRECTORS AND EXECUTIVE OFFICERS

Section 8.01

- (a) Any Member of the Board of Directors will be deemed to resign their position as a Director and such position will be considered vacant if the said Director Member is absent, without being excused by the President of the Foundation, 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 will declare the position vacant and proceed to fill the vacancy in accordance with these By-Laws.
- (b) Any Directors or Executive Officers of the Foundation may be removed as a Director or Executive Officer of the Foundation prior to the expiry of their term as a Director or Executive Officer upon two-thirds of those Members of the Foundation in good standing in attendance at the Meeting of the Foundation called for such purpose.
- (c) Grounds for removal will be consistent with Article IV and section 8.01 (a) above.

Article IX. REMUNERATION

Section 9.01

Except as set forth in Article VII hereof, unless authorized at any meeting and after notice of same will 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 X. MEETINGS

Section 10.01 Annual General Meeting (AGM)

- (a) The Executive Officers and Directors of the Foundation will be elected and installed at the Annual Meeting and will commence their duties at the conclusion of that meeting.
- (b) Quorum for the Annual General Meetings is considered to be 7 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 10.02 Board Meetings

- (a) Regular motions to be voted on will be considered to pass with 50% +1
- (b) A minimum of 5 Foundation Board meetings will occur during each calendar year.
- (c) In the event of a tie vote, the vote is considered to be defeated.

Section 10.03 Special Resolution Meetings

- (a) A Special Resolution Meeting is a general meeting for 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 Foundation
 - (iii) Dissolution of the Foundation
- (b) Special Resolution motions will 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 7 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 10.04 Other Meetings

Will be called by the President at such times:

- (a) As they deem necessary
- (b) Regular motions to be voted on will be considered to pass with 50% +1
- (c) In the event of a tie vote, the vote is considered to be defeated

Article XI. CONDUCT OF MEETING

Section 11.01 Participation

Any meeting of the Foundation may be conducted:

- (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 Foundation 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 X.

Section 11.02 President's Duties

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

- (a) Chair all meetings of the Members of the Foundation and of the Board of Directors and will strictly enforce the provisions of the By-Laws of the Foundation
- (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 Foundation or the Board of Directors
- (e) The Vice-President, in the absence of the President will 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 XII. DUTIES OF THE RECORDING SECRETARY

Section 12.01

The Recording Secretary will;

- (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 XIII. DUTIES OF TREASURER

Section 13.01

The Treasurer will;

- (a) Keep records of receipts and disbursements received or paid out on behalf of the Foundation
- (b) Maintain a bank account for such receipts and disbursements
- (c) Present the accounts of the Foundation for audit to be completed as soon as practicable after the fiscal year-end of the Foundation
- (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 XIV. FISCAL YEAR

Section 14.01

The Fiscal Year of the Foundation will commence on the first day of June in each year and will end on the 31st day of May of the following year. The Treasurer of the

Foundation will 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 will be presented to the Board of Directors of the Foundation either at the Annual general Meeting or as soon as it is completed.

Article XV. BOOKS AND RECORDS

Section 15.01

The books and records of the Foundation may be inspected by any member of the Foundation at the Annual General Meeting of the Foundation 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 will have access to such books and records.

Article XVI. INDEMNITY AND PROTECTION OF DIRECTORS

Section 16.01 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 Foundation except such costs, charges and expenses as are caused by their own fraud, dishonesty, willful neglect or default.

Section 16.02 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 Foundation through the insufficiency or deficiency of title to any property acquired by the order of the Directors for or on behalf of the Foundation for the insufficiency or deficiency of any security in or upon which any of the monies or belonging to the Foundation 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 Foundation’s auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

Article XVII. ALTERATIONS TO THE BYLAWS

Section 17.01

- (a) The By-laws will 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 will have been given to the Members at least twenty-one (21) days prior thereto
- (d) After adoption by the Foundation such alteration or amendment will 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 XVIII. NOTICES

Section 18.01

- (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 will not invalidate proceedings at that meeting.
- (c) Any notice required to be given pursuant to these bylaws will 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 Foundation's website.

Article XIX. SEAL

Section 19.01

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

Article XX. BORROWING POWERS

Section 20.01

The Board of Directors of the Foundation when authorized by special resolution of the Foundation may borrow upon the credit of the Foundation.

Article XXI. CHARITABLE ORGANIZATIONS

Section 21.01

As the purposes of the Foundation are charitable, the members shall not be entitled to any personal benefit from the income of the Foundation

Article XXII. DISSOLUTION OF THE FOUNDATION

Section 22.01

- (a) If the Foundation 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' Foundation.
- (b) The Foundation will not pay any dividends or distribute its property among its Members.

Article XXIII. DISPUTE RESOLUTION

Section 23.01

In the event that a dispute or controversy among members, Directors, Executive Officers, committee members or volunteers of the Foundation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Foundation 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 Foundation 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 will be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy will first be submitted to the President in writing.
- (b) If warranted, the President will appoint no less than three (3) Executive Officers or Directors of the Foundation 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 will be settled by arbitration before a single arbitrator, who will not be any one of the mediators referred to above.
- (e) The decision of the arbitrator will be final and binding and will 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 will be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section will be borne by such parties as may be determined by the arbitrators.