



# Alberta Family Histories Society 2017 Bylaws (PROPOSED)

**Approved by Special Resolution [insert date here]**

Proposed

# ALBERTA FAMILY HISTORIES SOCIETY BYLAWS

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## Article 1 – NAME AND HEAD OFFICE

- 1.1 The society shall be known as the “Alberta Family Histories Society” hereinafter referred to as the Society.
- 1.2 The head office of the Society shall be located in the greater Calgary, Alberta, area.

## Article 2 – MEMBERSHIP

- 2.1 Membership shall be open to a person or persons who remit the current membership fees. Upon payment of fees, a member shall be considered in good standing.
- 2.2 The categories of membership and membership fees shall be determined by the Board of Directors.
- 2.3 The membership year shall be from January 1 to December 31.
- 2.4 Any member in good standing is entitled:
  - a) to attend and vote at any General Meeting of the Society;
  - b) to stand for any Society office;
  - c) to inspect the books and records of the Society at a mutually agreeable time and place upon written application to the Board of Directors.
- 2.5 Any member who allows his/her membership to lapse, resigns, withdraws, or is expelled from membership in the Society shall forfeit all rights to or claims upon the funds and effects of the Society and shall no longer be a member in good standing.
- 2.6 Institutional membership shall be open to those institutions and organizations with similar or complementary objectives, e.g. museums, libraries, archives, historical and genealogical societies, educational institutions, etc. Such membership shall be non-voting and shall not hold office.
- 2.7 Honorary memberships may be granted by decision of the Board of Directors to an individual who has made an extraordinary contribution to the cause of family history and the objects of the Society. Such member shall be considered a member in good standing.
- 2.8 Any member wishing to withdraw from membership may do so upon written notice to the Board of Directors through its Secretary.
- 2.9 Any member of the Society, upon recommendation of the Board of Directors and passage of a Resolution at any General Meeting, properly called (see Article 7), may be expelled from membership for any cause which the Society may deem reasonable.
- 2.10 Upon the death of a member, his or her membership number shall be retired.

## Article 3 – BOARD OF DIRECTORS

### 3.1 Board of Directors

- 3.1.1 Each member of the Board of Directors shall be a member of the Society.
- 3.1.2 The Board of Directors shall consist of elected members, an ex officio member and appointed members.
- a) The Directors elected by all members in good standing shall be:
    - President
    - Vice President (President Elect)
    - Three Directors-at-Large
    - Director (Finance)
    - Director (Facilities)
    - Secretary
    - Treasurer
  - b) One Director representing the Genealogy Computing Group shall be elected by its members.
  - c) The Immediate Past President shall be an ex-officio member.
  - d) The appointed members shall be:
    - Membership Coordinator
    - Chairs of Standing Committees
    - Chairs of Ad Hoc Committees
    - One Representative of each active Special Interest Group
- 3.1.3 The appointed members of the Board of Directors shall have the right to attend, to be heard and to vote at all meetings of the Board of Directors.
- 3.1.4 The Board of Directors may create such additional Standing and Ad Hoc Committees and Special Interest Groups from time to time as it deems necessary.
- 3.1.5 The Board of Directors shall meet regularly, at least five times per year.
- 3.1.6 The quorum for a Board of Directors meeting shall consist of three Executive members (see 3.2) plus three other Directors.
- 3.1.7 Each member of the Board of Directors shall be entitled to one vote. Directors who are also Chairs of Standing Committees, Chairs of Ad Hoc Committees or Special Interest Group Coordinators shall only be entitled to a single vote.
- 3.1.8 The Chair shall vote only when there is a tie.

## 3.2 Executive Committee

- 3.2.1 The Executive Committee of the Board of Directors shall consist of the following elected officers:
  - a) Immediate Past President
  - b) President
  - c) Vice President (President Elect)
  - d) Secretary
  - e) Treasurer
- 3.2.2 No member shall hold more than one office on the Executive Committee.
- 3.2.3 The Executive Committee will meet at the call of the President.
- 3.2.4 A quorum for an Executive Committee meeting shall consist of three officers.
- 3.2.5 The Chair shall vote only when there is a tie.
- 3.2.6 The Executive Committee shall act on behalf of the Board of Directors when necessary and shall report its action(s) to the next Board of Directors Meeting.
- 3.3 The Board of Directors, subject to the Bylaws or directions given to it by a majority vote of any General Meeting, properly called (see Article 7), shall have full control and management of the affairs of the Society, and custody and control of all its property of whatever kind.
- 3.4 Any member of the Board of Directors may, upon passage of a Resolution at any General Meeting, properly called, be expelled from membership on the Board of Directors for any cause which the Society may deem reasonable.
- 3.5 Members of the Board of Directors shall serve without remuneration for their respective positions.

## **Article 4 – DUTIES OF MEMBERS OF EXECUTIVE OFFICERS OF BOARD OF DIRECTORS**

### 4.1 Immediate Past President

- 4.1.1 The Immediate Past President shall have such responsibilities as mutually agreed upon with the President and other members of the Board of Directors.
- 4.1.2 In the absence of the President and the Vice President, a Past President shall preside over a meeting of the Board of Directors.

## 4.2 President

The President shall:

- a) Perform the functions of the Chief Officer of the Society;
- b) Be an ex-officio member of all committees except the Nominations Committee;
- c) Sign all written contracts and obligations of the Society or give power of attorney for signing such documents as the Board of Directors shall approve;
- d) Preside at all General Meetings, meetings of the Board of Directors and meetings of the Executive Committee.

## 4.3 Vice President (President Elect)

- 4.3.1 In the absence of the President, the Vice President shall preside over a meeting of the Board of Directors.
- 4.3.2 The Vice President shall be the President Elect, to assume the office of President at the end of the current President's term or if the current President is unable to complete his/her term.
- 4.3.3 The Vice President shall have such other responsibilities as may be mutually agreed upon with the President and other members of the Board of Directors.

## 4.4 Secretary

The Secretary shall:

- a) Maintain an accurate and adequate record of proceedings of all business meetings of the Society, including meetings of the Board of Directors and of the Executive;
- b) Have charge of correspondence as directed by the President;
- c) Maintain a file of all meeting minutes.

## 4.5 Treasurer

4.5.1 The Treasurer shall:

- a) Be responsible for all financial transactions of the Society; receive all funds paid to the Society and deposit same in whatever financial institution the Board of Directors may approve;
- b) Properly account for all funds of the Society and keep such books as may be required;

- c) Present the Board of Directors with a fully detailed account of the receipts and disbursements whenever requested;
- d) Present at each Annual General Meeting a duly audited financial report reflecting all financial transactions occurring since the previous report, including the assets and liabilities of the Society at the time of the report;
- e) Ensure that the required annual reports are submitted to the Registrar of Companies and that copies are kept with the Society's archives;
- f) Have custody and use of the Society's seal and certificate of incorporation.

4.5.2 The Treasurer shall be a member of the Finance and Budget Committee.

## **Article 5 – PERIOD OF OFFICE OF THE BOARD OF DIRECTORS**

- 5.1 A member of the Board of Directors elected at the Annual General Meeting shall assume office immediately following the conclusion of the Annual General Meeting.
- 5.2 All elected members of the Board of Directors shall hold office for a period of two years in accordance with Articles 6.3 and 6.4.
- 5.3 With the exception of the President and Vice President, elected Board members may be elected to the same position for two more successive terms (3 two-year terms, 6 years total) and may be re-elected to that position after a lapse of a minimum of one year.
- 5.4 The Immediate Past President shall serve a term of two years.
- 5.5 The appointed chairs of Standing and Ad Hoc Committees shall hold office at the discretion of the Board of Directors.

## **Article 6 – NOMINATIONS AND ELECTIONS**

### **6.1 Nominations Committee**

- 6.1.1 An Ad Hoc Nominations Committee shall:
  - a) Be struck by November 30 prior to the Annual General Meeting;
  - b) Consist of the current Past President (or another Past President), the Membership Coordinator, and three members appointed by the Board of Directors (not of the Board of Directors);
  - c) Elect a Committee Chair from among their number.
- 6.1.2 Any member of the Nominations Committee who wishes to accept a nomination must resign from the Committee.

## 6.2 Nominations

- 6.2.1 Nominations of candidates for the Board of Directors also may be made by voting members of the Society other than the Nominations Committee. Such nominations shall be submitted to the Chair of the Nominations Committee of the Society not later than fourteen days prior to the date of the Annual General Meeting, and must bear the signature of the nominee attesting to the acceptance of his/her nomination, as well as the office for which they are nominated.
- 6.2.2 Nominations will be allowed from the floor by nominees present at the Annual General Meeting.
- 6.2.3 All nominees for the Board of Directors shall be members in good standing of the Society and shall maintain that status during their terms of office.

## 6.3 Positions to be Automatically Assumed

- 6.3.1 In odd numbered years, the Vice President shall automatically assume the position of President.
- 6.3.2 In odd numbered years, the President shall automatically assume the position of Immediate Past President.

## 6.4 Positions to be Elected Each Year

- 6.4.1 In odd numbered years, the Society will elect a Vice President, Secretary, Director (Finance) and one Director-at Large.
- 6.4.2 In even numbered years, the Society will elect a Treasurer, Director (Facilities) and two Directors-at-Large.
- 6.4.3 In odd numbered years, the Genealogy Computing Group will elect one Director-at-Large as its representative on the Board of Directors.

## 6.5 Elections

- 6.5.1 Executive Officers and Directors-at-Large of the Board of Directors shall be elected at the Annual General Meeting.
- 6.5.2 The election shall be conducted by the Chair of the Nominations Committee.
- 6.5.3 If there is more than one nominee for an elected position, the election shall be by a majority vote and be conducted by show of hands of members in good standing.



- 6.5.3 If there is one nominee for an elected position, the nominee will win by acclamation with approval by a majority show of hands of members in good standing.
- 6.5.4 The Director-at-Large representing the Genealogy Computing Group shall be elected in a manner to be decided by that group from time to time.

## 6.6 Appointments

- 6.6.1 The Chairs of Standing Committees, Chairs of active Ad Hoc Committees and Representatives of active Special Interest Groups shall be appointed at the Annual General Meeting by a show of hands of members in good standing.
- 6.6.2 Any vacancies within the Board of Directors that occur between Annual General Meetings may be filled with appointments made by the Board of Directors. Such appointments shall be ratified at the next General Meeting following the appointment. The term of the incoming Board member shall be adjusted if necessary to follow 6.3.1 to 6.4.2 at the following Annual General Meeting.

## **Article 7 - MEETINGS**

### 7.1 General Meetings

- 7.1.1 A General Meeting may be called by the Board of Directors on its own initiative, or shall be called on written petition by twenty percent (20%) of the members in good standing.
- 7.1.2 Written notice of the date, time, place and purpose of such General Meeting shall be made available to all members in good standing at least twenty-one (21) days prior to the meeting.
- 7.1.3 Notice of a General Meeting shall be made by any or all of the following means, at the discretion of the Board of Directors:
  - a) Publication in the Society's journal,
  - b) Publication in the Society's newsletter,
  - c) Publication on the Society's website,
  - d) Regular mail,
  - e) Email,
  - f) Social media, such as the Society's blog or Facebook page.
- 7.1.4 If notice of a General Meeting is given only by publication on the website or by email, the Board of Directors shall take whatever steps it feels necessary to ensure members without computer facilities receive timely notification.

- 7.1.5 A quorum shall consist of a quarter of the members in good standing or thirty members, whichever is least.
- 7.1.6 All members in good standing and in attendance shall be allowed to vote. Voting shall be by show of hands. Proxy voting is not permitted.
- 7.1.7 Any Resolution shall pass by simple majority, except a Special Resolution which must be passed by at least 75% of votes cast.

## 7.2 Special Meetings

- 7.2.1 A Special Meeting may be called by the Board of Directors.
- 7.2.2 Notice, quorum, and voting procedures shall be the same as for General Meetings (see 7.1).
- 7.2.3 A Special Resolution shall not be passed at a Special Meeting.

## 7.3 Annual General Meeting

- 7.3.1 An Annual General Meeting of the Society shall be held in the month of March or the first two weeks of April, the exact time and location to be designated by the Board of Directors.
- 7.3.2 Notification, quorum and voting procedures shall be the same as for General Meetings (see 7.1).
- 7.3.3 At such time a financial statement showing the income, disbursements, assets and liabilities of the Society, audited and signed by the Society's auditor shall be presented in written form. An Annual General Report shall also be distributed.
- 7.3.4 An auditor for the Society shall be appointed by the Board of Directors. Financial records of the Society shall be audited at least once each year, prior to the Annual General Meeting.

## **Article 8 – FINANCE AND BUDGET**

### 8.1 Finance

- 8.1.1 All cheques, acceptances, drafts, orders and other obligations and securities for payment of money out of the Society's funds shall be signed by two of the following:
  - a) President
  - b) Vice President
  - c) Secretary
  - d) Treasurer
- 8.1.2 The Fiscal year of the Society shall be from January 1 to December 31.

- 8.1.3 All those handling Society funds shall adhere to the Financial Policies and Procedures established from time to time by the Board of Directors on recommendation of the Finance and Budget Committee.

## 8.2 Finance and Budget Committee

- 8.2.1 The Finance and Budget Committee shall consist of:
  - a) A Chair who shall be the Director (Finance) of the Board of Directors,
  - b) The Treasurer,
  - c) Another member of the Board of Directors,
  - d) Two or more members of the Society, appointed by the Board of Directors (but not of the Board of Directors).
- 8.2.2 The Committee shall:
  - a) By the November Board Meeting, determine the needs of the Society for the upcoming fiscal year and prepare and present a proposed budget to the Board of Directors. Upon recommendation by the Board of Directors, this shall then be submitted to the December General Meeting for final approval;
  - b) Monitor the financial health of the Society, its Committees and Special Interest Groups;
  - c) Recommend to the Board of Directors any proposed changes in the membership fee structure;
  - d) Review all fund-raising proposals and make recommendations to the Board of Directors;
  - e) Provide financial advice to Committees and Special Interest Groups as requested;
  - f) Monitor actual vs. budgeted expenditures of the Society.

## 8.3 Memorial Fund

- 8.3.1 The Society shall maintain a Memorial Fund. Contributions of money for the Fund may be made by any person, whether or not a member of the Society.
- 8.3.2 The Treasurer shall:
  - a) Hold all monies in the Memorial Fund separate from all other money and assets of the Society;
  - b) Account separately for all money held in the Memorial Fund;
  - c) Invest the money of the Memorial Fund from time to time in such a way as to preserve its capital value.

## **Article 9 – SPECIAL INTEREST GROUPS**

- 9.1 The Board of Directors may authorize the formation of Special Interest Groups (SIGs). The purpose of such Special Interest Groups will be to pursue specific genealogical areas of interest.
- 9.2 All Special Interest Groups shall adhere to the Bylaws, Policies and Procedures established from time to time by the Society.
- 9.3 Special Interest Groups will report regularly, at least annually, to the Board of Directors and members of the Society.
- 9.4 A representative of each Special Interest Group shall have the right to attend, to be heard and to vote at all meetings of the Board of Directors.

## **Article 10 – RULES OF ORDER, BYLAWS AND POLICIES AND PROCEDURES**

### 10.1 Rules of Order

- 10.1.1 The business of the Society shall be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised, 11th Edition provided they are not inconsistent with the Bylaws.

### 10.2 Bylaws

- 10.2.1 The enactment of these Bylaws and any repeal, amendments, or re-enactment of the Bylaws can only be passed by a Special Resolution as defined in the Societies Act of the Province of Alberta. (See also Article 7.)
- 10.2.2 The calling of a General Meeting at which Bylaws are to be enacted, repealed or re-enacted shall state therein the purpose of the meeting and where such proposed Bylaw changes can be viewed. (See also Article 7.)
- 10.2.3 A record of current and previous Bylaws shall be retained by the Secretary.
- 10.2.4 The Board of Directors shall direct publication and distribution of the Society's current Bylaws. The maximum interval between Bylaw reviews and/or redistribution shall be five years.

### 10.3 Policies and Procedures

- 10.3.1 The Board of Directors shall establish, amend or repeal Policies and Procedures for the conduct of all business of the Society, its Committees and Special Interest Groups, not specifically provided for in these Bylaws.
- 10.3.2 A record of the Policies and Procedures shall be retained by the Secretary.

- 10.3.3 Current Policies and Procedures shall be distributed to all Board of Directors Members, Committees and Special Interest Groups.

## **Article 11 – BORROWING POWERS**

- 11.1 For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such a manner as it thinks fit, and in particular by the issue of debentures, but this power 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.

## **Article 12 - DISSOLUTION**

- 12.1 In the event of Dissolution of the Society, and after payment of all debts and liabilities, the remaining assets of the Society shall be transferred for safekeeping to any institution or organization dealing with the preservation of historical, genealogical and personal or family histories source material, as determined by the membership of the Society at the time of dissolution, and who will undertake to conform to Article 12.2 (below), such undertaking to be in writing.
- 12.2 If the Society should be re-activated within five (5) years from the date of dissolution, those assets of the Society entrusted to the institution or organization chosen in Article 12.1 shall be turned over to the re-activated Society by the said institution or organization. If, however, re-activation does not take place within the stipulated five (5) years, those assets of the Society entrusted to the institution or organization chosen in Article 12.1 will become the property of the said institution or organization.
- 12.3 Notwithstanding any actions under Articles 12.1 and 12.2 above, upon dissolution of the Society any funds resulting from activities under the Alberta Gaming Commission and held in separate bank accounts required by the Alberta Gaming Commission shall be donated to the Glenbow Museum.