

# Society Bylaws

## NAME OF SOCIETY: Calgary Heritage Initiative Society

### MEMBERSHIP

1. Membership fee in the society shall be determined, from time to time, by the Board. Any person residing in Alberta may become a member by payment of the fee and upon a favourable vote passed by a majority of the Board.
  - a. Initial membership shall be available to prospective members for the prospective member's choice of \$10 for one year, \$15 for two years, or \$20 for three years from the date of acceptance.
2. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of **three** months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated. Any member upon a majority vote of members of the society in good standing present at a properly called meeting may be expelled from membership for any cause which the society may deem reasonable.

**Comment [BVW1]:** Housekeeping. This subsection set initial membership fees at the start of CHI. The main section empowers the board to set fees, which it has been doing, so subsection a is now obsolete. (The present membership policy as set by the board is single year only at \$10. Starting from date of board approval to the end of the AGM in that calendar year. If the AGM is within 6 months of membership approval, the membership is good to the end of the AGM in the following calendar year (Minutes January 2009).

### BOARD OF DIRECTORS

3. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society.
4. The Board shall, subject to the bylaws 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, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President. A special meeting may be called on the instructions of any two members provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. The President or Secretary is then obliged to call the meeting.
5. Regular meetings of the Board should be held monthly (but shall be held at least once every three months) and shall be called by **ten** days notice in writing, email, fax, or telephone.
6. A Special meeting of the Board may be held any time as required, and shall be called by at least **three** days notice in writing, email, fax, or telephone.
7. Half the number of members on the board, or four, whichever is greater, shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void, except for the calling of a General Meeting, which is considered valid.
8. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
9. Any director, upon a majority vote of all the board members, may be removed from office for any cause which the board may deem reasonable at any board meeting, provided there is 14 days written notice mailed to all board members of the proposed action, including the names of the mover and seconder of the motion to remove.
10. Directors must each and all be members in good standing in the Society.

### PRESIDENT

11. The President:
  - a. shall be ex-officio a member of all Committees.
  - b. shall, when present, preside at all meetings of the society and of the Board. In his/her absence, the **Secretary Vice President** shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
  - c. shall be permitted to vote at board meetings.
  - d. shall have authority to sign cheques.
  - e. shall prepare or delegate preparation of an agenda for meetings. Such agenda shall be open to modification at the meeting.
  - f. shall be the alternate Office Bearer to the Secretary, subject to any other decision made by the Society.

**Comment [BVW2]:** Our original bylaws lacked a Vice President, the duties being filled by the Secretary. The board believes that a Vice President is needed to support the President and relieve the Secretary of these duties. A fourth officer is also consistent with the minimum number of board members: four.

### VICE PRESIDENT

- 11.5 The Vice President
  - a. acts as the President in the event of the President's inability to act
  - b. shall have the authority to sign cheques

## SECRETARY

12. It shall be the duty of the secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same. He/she shall have charge of the Seal of the society (if extant) which whenever used 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 **Treasurer, Vice President**. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. ~~He/she acts as the President in the event of the President's inability to act.~~ The Secretary has the authority to sign cheques for the Society.
13. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.
14. The Secretary shall be responsible for maintaining the records of the Society ("Office Bearer"), including:
  - a. Copies of all other lists held by other Directors (including for example but not limited to membership, media, fundraising, volunteer, and government contact lists)
  - b. Minutes and agendas from all board meetings and General Meetings
  - c. Society status papers
  - d. Correspondence
  - e. Other papers as requiredand shall also be responsible for notifying the Board of the status of all the above.

## TREASURER

15. The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the society.
16. The Treasurer:
  - a. Receives the Bank, Trust Company, Credit Union, or Treasury Branch statements.
  - b. Holds the unsigned cheques for the Society
  - c. Holds the bank book and bank cards

## OTHER DIRECTORS

17. In addition to the President, **Vice President**, Secretary, and Treasurer, there are other Directors for the Society. ~~At least one other director is required, and~~ up to ~~twelve~~ **eleven** other directors may be extant, for a total of fifteen. A list of the recommended positions and responsibilities is in Appendix 1. The recommended positions include:
  - a. Director of Membership
  - b. Director of Fundraising
  - c. Director of Communications
  - d. Director of Research
  - e. Director of External/Policy
  - f. Director of Events & Promotions
  - g. Up to six Directors at large

## AUDITING

18. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society (not including either the Secretary or Treasurer) elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society. The fiscal year of the society in each year shall end December 31.
19. The books and records of the society may be inspected by any member of the society at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

## GENERAL MEETINGS

20. This society shall hold a General Meeting each year, or in any event within 18 months of the previous General meeting, of which notice in writing to the last known address of each member shall be delivered in the mail, email, fax, or by telephone at least **fourteen** days prior to the date of the meeting.
21. At this meeting there shall be elected at least 4 and up to 15 people to serve as on the Board. The Board shall, at a subsequent meeting which may immediately follow the General Meeting (chaired by the Past President or chaired by a person chosen by the newly elected board), select the individuals for the positions of President, **Vice President**, Secretary, Treasurer, and other Directors as listed in Appendix 1 or as the Board sees fit.
22. The directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year may be filled at the next meeting of the Board, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the society.

23. General meetings of the society may be called at any time ("Special General Meetings") by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member, delivered in the mail, email, fax or telephone **fourteen** days prior to the date of such meeting. A special meeting shall be called by:
- the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, such reasons which shall be by letter to the last known address of each member, delivered in the mail fourteen days prior to the meeting.
  - a majority vote of the Board at any Board meeting.

~~24. Quorum at General Meetings shall be equivalent to the number of board members in good standing, or 25 per cent of the Society membership in good standing, whichever is greater.~~

~~24. Quorum at General Meetings shall be 10 members of the Society in good standing, or 50% of the members, whichever is lesser, and shall include a quorum of current board members as described in section 7.~~

**Comment [BW3]:** Our current fixed-percentage quorum becomes more difficult to achieve as membership grows. This proposal allows quorum to be more easily met by setting a fixed number. The 50% of membership option allows for quorum to shrink below the fixed number in situations where the membership has become very small. The requirement to include a quorum of the board in the AGM quorum sets an ultimate floor of four and ensures that board members are well represented at the AGM.

#### **SUB COMMITTEES**

25. Typical subcommittees are listed in Appendix 2.

#### **VOTING**

26. Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any general meeting of the society. Such votes must be made in person and not by proxy or otherwise. The chair of the meeting, if a member, is permitted to vote.

#### **REMUNERATION**

27. Unless authorized at any Board meeting and after notice for same shall have been given, no officer or member of the association shall receive any remuneration for his/her services.

#### **BORROWING POWERS**

28. For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such 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.

#### **DISPUTE SETTLEMENT**

29. A dispute arising out of the affairs of the society and between any members of the society or between
- a member or a person who is aggrieved and who has for not more than 6 months ceased to be a member, or
  - a person claiming through the member or aggrieved person or claiming under the bylaws of the society,
- and the society or a director or officer of the society, shall be decided by arbitration, which shall be under the *Arbitration Act* unless the bylaws prescribe some other method. A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of Queen's Bench.

#### **BYLAWS**

30. The Bylaws may be rescinded, altered or added to by a "Special Resolution". A "Special Resolution" must pass with the support of 75% or more of the membership in good standing in attendance at a General Meeting.

#### **CHEQUES**

31. The President, Vice President, Secretary, and Treasurer have authority to sign cheques. Any two out of three must sign a cheque in order for the cheque to be valid.

## APPENDIX 1 – RECOMMENDED DIRECTORSHIP POSITIONS AND JOB DESCRIPTIONS

These are recommended responsibilities of the Directors and do not form part of the by-laws.

### **DIRECTOR OF MEMBERSHIP**

1. The Director of Membership shall:
  - a. Maintain a membership list, and provide it to other board members on demand, and in any event send a copy of the list to the Secretary on mutually agreed terms.
  - b. Recruit members
  - c. Ensure money is collected for memberships
  - d. Create and maintain membership forms
  - e. Steward membership renewals, and inform members of memberships which have or will soon expire on a reasonable schedule.

### **DIRECTOR OF FUNDRAISING**

2. The Director of Fundraising shall:
  - f. Co-ordinate all fund raising activities
  - g. Collect, complete, and submit all grant applications, or delegate same
  - h. Maintain a list of fundraising contacts, and provide it to other board members on demand, and in any event send a copy of the list to the Secretary on mutually agreed terms.

### **DIRECTOR OF COMMUNICATIONS**

3. The Director of Communications shall:
  - i. Maintain the Society website
  - j. Send Society email updates as directed by the board
  - k. Send Society newsletter updates via mail as directed by the board
  - l. Write press releases
  - m. Act as the spokesperson for the Society, in co-ordination with the President
  - n. Maintain a list of media contacts, and provide it to other board members on demand, and in any event send a copy of the list to the Secretary on mutually agreed terms.

### **DIRECTOR OF RESEARCH**

4. The Director of Research shall:
  - o. Recruit researchers
  - p. Determine the assignment of tasks to researchers, based on the reports of the Development Policy Committee, but respecting the interests of any individual researcher.
  - q. Train researchers
  - r. Enlist consultants
  - s. Maintain a list of buildings researched, and to be researched
  - t. Maintain a list of researchers, and provide it to other board members on demand, and in any event send a copy of the list to the Secretary on mutually agreed terms.
  - u. Schedule, prepare and perform or delegate presentations to the CHA (Calgary Heritage Authority) or other equivalent body.

### **DIRECTOR OF EXTERNAL/POLICY**

5. The Director of External/Policy shall be responsible for:
  - v. Monitoring government (or authority) planning policy development, and prepare responses in consultation with other members of the society as necessary.
  - w. Monitoring development, zoning, or other status of buildings or areas of interest ("Development Watch") as required
  - x. Liaise with Community Associations

### **DIRECTOR OF EVENTS & PROMOTIONS**

6. The Director of Events & Promotions shall be responsible for:
  - y. Tours, Lectures
  - z. Participation in other events
  - aa. Management of the Society's events other than board meetings
  - bb. The Heritage Business Directory

### **DIRECTORS AT LARGE**

7. In accordance with the by-laws, up to six Directors at Large may be elected at a General Meeting.

## APPENDIX 2 – TYPICAL COMMITTEES

This is a typical committee list and does not form part of the by-laws.

1. There shall be a sub committee of the Board called the "Development Policy Committee" which shall report at every meeting of the board. This subcommittee shall be made up of the Directors of External/Policy, Research, Communication, and the President, and other members either from the Board or the general membership as determined by the sub committee.