

**BYLAWS**  
**FRIENDS OF THE PROVINCIAL ARCHIVES OF ALBERTA SOCIETY**  
**(Corporate Access No. 505028704)**

**1. NAME**

The name of the Society is “Friends of the Provincial Archives of Alberta Society” (hereinafter referred to as “the Society”).

**2. GENERAL PROVISIONS**

- a. The operations of the Society may be carried on throughout the province of Alberta.
- b. The headquarters and principal branch of the Society shall be in the Provincial Archives of Alberta.
- c. The objects and activities of the Society shall be carried out without purpose of personal gain for any of its members, and any profits or other accretions to the Society shall be used for the promotion of its objects.
- d. The Society shall be a registered charity for the purpose of receiving monies, bequests, or other considerations. Any fees and dues shall not be considered to be charitable.

**3. MEMBERSHIP**

- a. Membership is open, with categories defined as:
  - (i) Individual – single annual membership
  - (ii) Student – annual membership requiring valid educational institution identification
  - (iii) Senior – annual or lifetime membership for an individual sixty years or over
  - (iv) Honourary – lifetime membership with a waiver of fees recommended by the Board of Directors and approval at an Annual General Meeting
  - (v) Family – annual membership for a family of two adults and their children under the age of eighteen
  - (vi) Organization – annual membership for a group of people working together towards a common goal such as a neighbourhood association, a charity, a union, a business or a corporation
- b. Employees of the Provincial Archives of Alberta may become members but may not serve in any elected office of the Society.
- c. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board of Directors. A refund on membership fees will not be provided.
- d. Any member may be expelled from membership for any cause which the Society may deem reasonable. Such expulsion requires a two-thirds vote of members in good standing in attendance at a Special Meeting. A refund on membership fees will not be provided.

#### **4. FEES**

- a. Annual fees are due on the first day of April.
- b. Changes in annual membership fees shall be determined by the Board of Directors for approval by a two-thirds vote of members in good standing in attendance at an Annual General Meeting.
- c. Annual fees paid between January and March will be considered fees paid on the first day of April of that year.

#### **5. FISCAL YEAR**

The fiscal year of the Society shall end on the 31<sup>st</sup> day of March.

#### **6. MEETINGS**

- a. The Annual General Meeting shall be held on or before the 30<sup>th</sup> day of June in each year at a date, time, and place to be determined by the Board of Directors.
- b. A Special Meeting of the Society may be called at anytime by the Board of Directors or by ten (10) members of the Society upon a petition or request to the Board of Directors. Such a Special Meeting must be called by the Board of Directors within six (6) weeks of receipt of the request and shall deal only with the subject or subjects of the request.
- c. At least twenty-one (21) days notice of the date and place of Annual General Meetings or any Special Meeting must be given in writing to each member of the Society and the notice shall state the business to be considered. Sufficient notice will be deemed to have been given if mailed at least eighteen (18) days prior to the date of the meeting.
- d. Ten members present shall constitute a quorum for any officially called Annual General Meeting or Special Meeting.
- e. The Annual General Meeting is the only General Meeting of the Society.
- f. Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise.

#### **7. BOARD OF DIRECTORS**

- a. The Board of Directors (hereafter referred to as The Board) shall consist of no more than eight (8) members of the Society elected at the Annual General Meeting consisting of a President, Vice-President, Secretary, Treasurer and up to four (4) Directors.
- b. A term of office shall be two (2) years.
- c. The Provincial Archivist or designate shall be an *ex officio* member of the Board.

- d. The Board may form committees as deemed necessary, and appoint Chairs to such committees.
- e. When a vacancy occurs, the Board may make an interim appointment which shall terminate at the end of the term of office.
- f. Meetings of the Board shall be called by authority of the President, or designate.
- g. Meetings shall be held at least every three (3) months. Notice of each meeting shall be given to each Director by the Secretary. A quorum shall be 60% of the Board Members.
- h. Emergency meetings of the Board may be called by the President, or designate.
- i. The President, or designate, shall be empowered to take any necessary actions to the next meeting of the Board.
- j. A member of the Board may be removed by Special Resolution passed at a Special Meeting of the Society.
- k. No member of the Board shall receive any remuneration from the Society.

#### **8. DUTIES OF THE BOARD**

- a. The Board shall have full control and management of the affairs of the Society.
- b. The President shall preside over all Board, Annual General, and Special Meetings.
- c. The Vice-President shall assist the President in carrying out his/her duties and shall preside at all meetings in the absence of the President.
- d. The Secretary shall:
  - (i) Attend all meetings of the Society and to keep accurate minutes of the same.
  - (ii) Have charge of all the correspondence and preparing and keeping other records and books of the Society. In case of the absence of the Secretary, his/her duties shall be discharged by a Board member appointed by the President.
- e. The Treasurer shall properly account for all funds of the Society.
- f. For the purposes of carrying out the objectives of the Society, the Board may borrow, raise or secure payment of monies in such a manner as it thinks fit.
- g. Signing Authority:
  - (i) There shall be four (4) Signing Officers who shall be appointed by the Board.
  - (ii) All cheques must be signed by two (2) signing officers.
- h. The financial records of the Treasurer shall be audited annually by either a chartered accountant, OR two (2) members of the Society appointed by the Board, neither of

whom has had signing authority during the fiscal year being audited. The audited statement shall be submitted at the Annual General Meeting.

- i. All records and account books shall be open for inspection by the members at the Annual General Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the records and account books. Each member of the Board shall at all times have access to such records and account books.

## **9. AMENDMENTS**

The Bylaws may be rescinded, altered or added to by a "Special Resolution".

## **10. SOCIETY SEAL**

The Society is not adopting a society seal.

## **11. DISSOLUTION**

- a. Upon dissolution of the Society, and after payment of all debts and liabilities of the Society, the remaining assets will be disbursed to one or more charitable organization that are also registered charities under the *Income Tax Act* (Canada).
- b. Upon dissolution of the Society its remaining records including all rights thereto shall be donated to the Provincial Archives of Alberta as a gift to the Crown in Right of Alberta.

**Adopted May 29, 2008 Annual General Meeting**

**Adopted amendment to provision 11(a) May 27, 2010 Annual General Meeting**

**Adopted amendment to provision 3(a) April 16, 2015, 2015 Board Meeting**