

# BYLAWS OF THE ALBERTA GENEALOGICAL SOCIETY

Updated: 21 April 2018

## *C. Alberta Genealogical Society Bylaws*

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**ARTICLE 1 – PREAMBLE****1.1 The Society.**

The name of the Society is The Alberta Genealogical Society, which may also be referred to as the AGS or the Society.

**1.2 The Bylaws.**

1.3 The following articles set forth the Bylaws of the Alberta Genealogical Society.

**ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS****2.1 Definitions:**

In these Bylaws, the following words have these meanings.

- 2.1.1 Act means the Societies Act R.S.A. 1980, Chapter S-18 as amended, or any statute substituted for it.
- 2.1.2 Annual General Meeting means the Annual General Meeting described in Article 5.1.
- 2.1.3 Board means the Board of Directors of this Society as defined in Article 6.
- 2.1.4 Branch President means the Chief Elected Officer of a Branch.
- 2.1.5 Bylaws means the Bylaws of this Society as amended.
- 2.1.6 Director means any person elected or appointed to the Board. This includes all Officers of the Society.
- 2.1.7 General Meeting means the Annual General Meeting and a Special General Meeting.
- 2.1.8 List of Members means the list maintained by the Board containing the names of the Members of the Society.
- 2.1.9 Member means a Member of the Society in good standing.
- 2.1.10 Member in good standing means a member who has paid the required membership fees and adheres to the objects of the Society.
- 2.1.11 Officer means any Officer listed in Article 6.2.
- 2.1.12 President means the Chief Elected Officer of the Society.
- 2.1.13 Registered Office means the registered office for the Society as filed with the Registrar as defined in the Societies Act.
- 2.1.14 Society means The Alberta Genealogical Society.
- 2.1.15 Special Interest Group means members of the Society who meet for the purpose of specific genealogical areas of interest.
- 2.1.16 Special Meeting means the special general meeting described in Article 5.2
- 2.1.17 Special Resolution means a resolution as defined in Article 5.6.
- 2.1.18 Term of Office in the case of all officers is defined in Article 6.1.4.
- 2.1.19 Voting member is a member in good standing who is entitled to vote.
- 2.1.20 The fiscal year of the Society shall be from January the first to December the thirty first of any given year.

## **2.2 Interpretation**

The following rules of interpretation must be applied in interpreting these Bylaws

- 2.2.1 Singular and Plural words indicating the singular number also include the plural and visa versa
- 2.2.2 Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.3 Personal Gain.  
The business of the Society shall be carried on without purpose of gain for its members.
- 2.2.4 Liberal Interpretation.  
These Bylaws must be interpreted broadly and generously.

## **ARTICLE 3 - OBJECTS OF THE SOCIETY**

### **The objects of the society are:**

- 3.1. to promote the study of genealogy and genealogical research within the Province of Alberta.
- 3.2 to encourage adherence to accuracy and thoroughness in research.
- 3.3 to encourage and instruct members in ethical principles, scientific methods and effective techniques of genealogical research and defend the standards of genealogy from incompetent and disreputable persons.
- 3.4 to assemble a library of genealogical guides, handbooks, reference sources, family and local histories, and other books and materials which may assist the members, all of which will be available to members.
- 3.5 to publish such bulletins, booklets, pamphlets, or other documents as may be found desirable and expedient by the Board of the Society and to make the same available to the members and others on such terms and conditions as may be determined by the Board.
- 3.6 to establish friendly relations with other genealogical societies for exchange of ideas and information and the promotion of common interests.
- 3.7 to enter into arrangements with other genealogical societies for the publication of bulletins, booklets, books, pamphlets, or other documents on such terms and conditions as may be found desirable and expedient by the Board.
- 3.8 to promote seminars and workshops on genealogical research and methodology and such other studies as may seem helpful to the members.
- 3.9 to provide a centre and suitable meeting place for various activities of the Society and its members by rent or purchase or otherwise.
- 3.10 to encourage the establishment of Branches of the Society under such terms and conditions as the Bylaws of the Society may from time to time provide.
- 3.11 to achieve the foregoing objects, funds may be raised and donations, gifts, legacies and bequests accepted.

## ARTICLE 4 - MEMBERSHIP

### 4.1 Categories of Membership.

- 4.1.1 Individual Membership. Open to any person wherever resident.
- 4.1.2 Family Membership. Open to two or more individuals residing in the same household.
- 4.1.3 Senior Membership. Open to individual or family members who have reached the age of 65 years.
- 4.1.4 Student membership. Open to grade school children of grades one (1) to twelve (12) without voting rights.
- 4.1.5 Young Adult Membership. Open to young adults aged eighteen (18) to twenty-three (23) years.
- 4.1.6 Life Membership. May be granted by the Board to members of the Society who have rendered long and distinguished service to the Society.
- 4.1.7 Honourary Membership. May be granted by the Board to non-members who have contributed to or performed extremely beneficial service for the Society. There are no privileges of membership included with this honour except that attendance at meetings, without voting rights, is welcomed.

### 4.2 Membership Fees

- 4.2.1 The membership year is from the first (1st) day of January in each year to the last day of December in the same year.
- 4.2.2 Membership shall be on an annual basis, and all membership fees, except as otherwise provided, shall be due on or before January 01, each year.
- 4.2.3 Annual membership fees for each category of Members shall be decided by the Board.
- 4.2.4 Membership in a Branch is contingent upon membership in good standing in the Society.

### 4.3 Rights and Privileges of Members

Any member in good standing, except as defined in Article 4.1.7, is entitled to:

- 4.3.1 attend and vote on any issue at any General Meeting of the Society
- 4.3.2 stand for election to any Office of the Society providing they are a resident of Alberta, residing in the province for at least nine months of each year they are elected.
- 4.3.3 have access to the library of the Society in accordance with such terms as the Board may, from time to time determine.
- 4.3.4 inspect the books and records of the Society at a mutually agreeable time upon written application to the Board.
- 4.3.5 receive, without charge, one copy of each issue of "Relatively Speaking", the regular publication of the Society except that only one copy of such publication is permitted for each "Family Membership".

### 4.4 Lapse of Membership

- 4.4.1 Membership shall be deemed to have lapsed if a member's annual fees are not paid within thirty days of the due date, and the member shall no longer be considered a

- member in good standing. Membership may be restored upon payment of such dues.
- 4.4.2 Any member who allows his membership to lapse, who resigns or withdraws, shall forfeit all rights to, or claims upon the Society's funds and effects.

#### **4.5 Termination of Membership**

- 4.5.1 Any member may resign by written notification to the Registered Office of the Society.
- 4.5.2 Any person who by a vote of no less than two thirds of the Board is guilty of unethical practice of genealogy may be refused membership, or have their membership terminated by the Board. Such refusal or termination may be appealed to the Annual General Meeting with written notice of the appeal to be in the hands of the Secretary of the Society not less than ten days prior to said meeting.

#### **4.6 Transmission of Membership**

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is terminated from the Society.

#### **4.7 Continued Liability for Debts Due**

Although a Member ceases to be a Member, by death, resignation or otherwise, that Member is liable for any debts owing to the Society at the date of ceasing to be a Member.

#### **4.8 Limitation on the Liability of Members**

No Member is, in their individual capacity, liable for any debt or liability of the Society.

### **ARTICLE 5 - GENERAL MEETINGS OF THE SOCIETY**

#### **5.1 The Annual General Meeting**

- 5.1.1 There shall be on or before 30th of April each year an Annual General Meeting. The Board sets the place, date and time of the meeting.
- 5.1.2 The purpose of this meeting shall be for the:
- presentation of reports
  - appointment of an auditor
  - installation of Officers and Directors
  - consideration of other matters as specified in the meeting notice.

#### **5.2 Special General Meetings of the Society**

- 5.2.1 A Special General Meeting may be called by the Board following a simple majority vote, or shall be called by the Board on written request signed by ten percent of the members in good standing. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such meeting.
- 5.2.2 The Board shall set the place, date and time for the Special General Meeting.

5.2.3 Only the matter(s) set out in the notice for the Special General Meeting shall be considered at a Special General Meeting.

### **5.3 Notice of General Meetings**

Every member shall be given 30 days written notice to their last known address, of the intention to hold a General Meeting, together with the notice of place, date, time, and matters to be considered at the meeting.

5.4. **General Meeting Quorum** shall equal the number of members in attendance.

### **5.5 Voting at a General Meeting**

5.5.1 Voting shall be by personal attendance at General Meetings except that election of Officers, amendments to the Bylaws and any business requiring a Special Resolution shall be by mail-in ballot.

5.5.2 Each Voting Member has one (1) vote. Voting shall be by a show of hands. A ballot shall be used if requested by at least five (5) voting members.

5.5.3 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

5.5.4 A Member may not vote by proxy.

5.5.5 Honourary Members and Student Members have no voting rights.

### **5.6 Special Resolution**

Special Resolution means a resolution proposed and passed by a vote of not less than seventy five percent (75%) of those members who, if entitled to do so vote by mail-in ballot, provided that at least thirty (30) days written notice of any such proposal has been given to every member.

## **ARTICLE 6 - THE GOVERNMENT OF THE SOCIETY**

### **6.1 The Board of Directors**

6.1.1 The management and governance of the Society shall be vested in the Board except while an Annual or Special Meeting of the Society in session.

6.1.2 The Board shall consist of:

- The Executive Committee as defined in 6.2.
- one elected Director from the governing committee of each Branch.
- if deemed necessary by the Board, not more than one Director at Large whose duties shall be assigned by the Board.

6.1.3 The Board shall have power to:

- Fill vacancies thereon or fill vacant Officer positions to complete a term or until the next Annual Meeting, whichever is the shorter.
- Expel any Member of the Board for any cause as defined in 4.5.

- Appoint such committees as it deems necessary, however, shall always be required to appoint a Nominating Committee, a Finance Committee and a Policies and Procedures / Bylaws Committee and to fill vacant positions on the Executive Committee.

#### 6.1.4 The Terms of Office shall be for:

- The Executive Committee  
Two year term, and no Officer may serve more than six consecutive years as an Officer.
- The Branch representative  
One or two year term, and no Branch representative on the Board shall serve more than four consecutive years as a Director.
- The Director at Large  
Two year term, and no Director at Large may serve more than four consecutive terms as a Director at Large.
- Notwithstanding anything in 6.1.4 above, no President may serve two consecutive terms as President.

#### 6.1.5. Election of the Board

- Election for the office of President, First Vice-President and Treasurer shall be held in years ending in an even number.
- Election for the office of Second Vice-President and the Secretary of the Society shall be held in years ending in an odd number.
- The Officers of the Board shall be elected by the membership of the Society.
- The Officers of the Board shall be elected by mail-in ballot.
- Elections of the Society shall be conducted as outlined in the policies and procedures of the Society.

#### 6.1.6 Meetings of the Board

- The Board shall hold a minimum of three meetings between Annual General Meetings.
- The dates for regular meetings of the Board are established in advance by the Board. Notice of any extraordinary meetings shall be provided to the members of the Board at least 14 days prior to the proposed meeting.
- The Board schedules other meetings as needed to conduct the affairs of the Society.
- A quorum for Board Meetings is one half of the Directors plus one.
- In the absence of a quorum no motions may be entertained and the meeting shall be rescheduled.
- Each Director excluding the Chairman has one vote.
- The Chairman does not cast a vote in case of a tie vote. A tie vote means the motion is defeated.
- Meetings of the Board are open to any Member of the Society, but only Directors may vote.
- Members of the Society who are not Directors may address meetings of the Board

provided they give 7 days notice to the President of such request setting out the reason of the request.

- A meeting of the Board may be held by conference call. Directors who participate in such a call are considered present for the meeting.

#### 6.1.7. Resignation and Removal

- Any Director, including the President, who is absent for 3 consecutive meetings or a total of four meetings in any year, is deemed to have resigned from the Board. The Director shall no longer be a Director or an Officer of the Society.
- The Director who has been deemed to have resigned as set out in 6.1.7 above, may appeal the deemed resignation by providing 30 days notice to the Secretary of the Society or the President. The deemed resignation may be rescinded upon a two-thirds (2/3) majority vote at the next meeting of the Board.

#### 6.1.8 Remuneration

Members of the Board may not accept remuneration except as outlined in the Policies and Procedures of the Society.

### 6.2 The Executive Committee

The Executive Committee shall consist of the elected Officers of the Society. The elected Officers of the Society shall be:

- the President
- the First Vice President
- the Second Vice-President
- the Treasurer
- the Secretary of the Society
- the Immediate Past President

### 6.3 Duties of the Officers of the Society.

Any officer of the Society shall:

- Replace the President at functions or act as spokesperson at the request of the President.
- Carry out such other duties as are set out in the Policies and Procedures Manual.

#### 6.3.1. The President shall:

- supervise the affairs of the Board
- chair meetings of the Board
- chair the Annual Meeting of the Society
- act as the spokesperson of the Society
- be an ex-officio and voting member of all Committees, except the Nominating Committee
- be a signatory to all contracts entered into by the Society.

#### 6.3.2. The First Vice President shall:

- perform the functions of the President when the President is unavailable
- chair the Executive Committee Meetings
- serve on the nominating committee in odd numbered years



## 6.3.3. The Second Vice President shall:

- chair the Executive Committee Meetings in the absence of the First Vice President
- perform the functions of the President when the President and the First Vice President are both unavailable
- serve on the nominating committee in even numbered years

## 6.3.4. The Treasurer shall:

- be responsible for the proper accounting of all funds of the Society and ensure that proper books of accounts are kept
- be responsible for the proper receipt and disposition of funds of the Society in whatever Bank the Board may from time to time decide
- be responsible for signing as outlined in the policies and procedures of the Society
- present to the Board a full and detailed accounting of all receipts and disbursements when requested
- prepare and present to the Annual Meeting a statement setting forth the financial position of the Society, which statement shall be audited by the Auditor(s) appointed by the previous Annual Meeting
- chair the Finance Committee meetings
- serve on the nominating committee in odd numbered years

## 6.3.5. The Secretary of the Society shall:

- maintain an adequate and accurate record of the proceedings of all meetings of the Society and Board
- have custody of the records of the Society which shall reside in the registered office of the Society
- have charge of the Seal of the Society, which seal, whenever used, shall be authenticated by the signature of the President and Secretary
- make the necessary annual reports to government agencies
- serve on the nominating committee in even numbered years

## 6.3.6. The Immediate Past President shall:

- chair the Nominating Committee
- represent the Advisory Council to the Board and report to the Advisory Council from time to time or whenever requested by the Advisory Council.

## 6.3.7 Responsibility Areas

Responsibility for supervision of the active committees of the Society shall be overseen by the First Vice President, the Second Vice President, the Treasurer and the Secretary of the Society in a manner as may be determined from time to time by the Executive Committee.

## 6.3.8 Authority to establish policies and procedures

The Board is authorized herewith to pass policies and procedures for the smooth operation of the Society. Any policies or procedures which contravene any article of these Bylaws, laws of the Province of Alberta and/or Canada are null and void.

## **6.4. Board Committees**

### **6.4.1 Establishing Committees**

The Board may appoint committees to advise the Board. Powers and duties of such committees will be established by the Board

### **6.4.2 General Procedures for Committees**

All Committees created by the Board are the responsibility of a member of the Executive Committee.

The Chairperson calls the Committee meetings for each Committee and:

- ensures that minutes of its meetings are recorded
- ensures the distribution of the minutes to each committee member
- ensures that reports on each meeting are made to the next Board meeting.

### **6.4.3 A majority of the Committee present at a meeting is a quorum.**

### **6.4.4 Each member of the committee, including the chairperson, has one vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.**

### **6.4.5 The Chairperson is entitled to a complete voice at all committee meetings**

## **6.5. Standing Committees**

The Board establishes Standing Committees as set out in Article 6.1.3.

### **6.5.1 Executive Committee consists of:**

- the Officers as set out in Article 6.2. is responsible for:
- planning Agendas for Board Meetings
- subject to limitation placed on it by the Board, to exercise all powers of the Board when the Board is not sitting.
- reporting to the Board on actions taken between Board meetings
- carrying out other duties assigned by the Board.

### **6.5.2 Nominating Committee consists of:**

- the Immediate Past President or other past member of the Board
- the two Executive officers not standing for Office in the nomination year, that is First Vice President and Treasurer in odd numbered years and Second Vice President and Secretary in even numbered years.

is responsible for:

- providing at least one nominee for each elected position for Officers of the Society
- conducting the election of Officers of the Society as outlined in the policies and procedures of the Society.

### **6.5.3 Finance Committee consists of:**

- the Treasurer
- 4 other representatives of the Board of Directors or committees.

is responsible for:

- advising the Board of Directors on all financial matters pertaining to the Society

#### 6.5.4 Policies and Procedure/Bylaws Committee

Consists of:

- A designated member of the Executive Committee as Chair and additional members as required.

Is responsible for:

- Establishing Policies and Procedures for the smooth operation of the Society.

### 6.6 Staff

6.6.1 The Board may from time to time employ members of Staff whose remuneration is set and maintained in confidence by the Board of Directors.

6.6.2 The Staff is responsible to the Board, and is not permitted to vote on any issue brought before any meeting of the Society.

6.6.3 The Staff acts as an advisor to the Board and all Board Committees when requested.

6.6.4 The Staff is required to carry out such other duties as are from time to time set out in the Policies and Procedures Manual.

### 6.7 Advisory Council

6.7.1 There shall be an Advisory Council consisting of individuals who have held the office of President, maintained to advise the Board of Directors on matters if and when long association with the Society is desirable.

6.7.2 The Immediate Past President will act as the representative of the Advisory Council on the Board of Directors.

6.7.3 The Advisory Council is not required to hold any meetings except when requested by the Board, however it is desirable for the members to meet at least once every second year.

## ARTICLE 7 – BRANCHES

### 7.1 Formation & Recognition

The Board may arrange for the formation or the recognition of Branches of the Society in any city, town or district in Alberta

- At least ten members must signify in writing to the Board their desire to be recognized as a Branch
- The Board shall, in writing confirm to the Branch and to the Registrar of Companies the establishment of such Branch.

#### 7.1.1 Powers and Objects

- The objectives of any Branch shall be those of the Society.
- The powers of any Branch shall be those conferred by the Society.
- A Branch may enact such bylaws as may be required for its own good government, providing that such bylaws are not inconsistent with the bylaws of the Society.
- A copy of such bylaws shall be filed with the Secretary of the Society.
- Amendments to such bylaws may be made following the same process as is provided in Article 10.1

- An Annual Report shall be filed with the Annual Meeting of the Society, including a President's Report, and an audited Treasurer's Report.

#### 7.1.2 Management

Management of each Branch shall be vested in a Branch Executive Committee as established by the members of the Branch which:

- shall be elected at its own Annual General Meeting
- shall be governed by the same rules as govern the Society
- shall consist of those Officers required for the good management of the Branch

#### 7.1.3 Special Interest Groups

A Branch may encourage and authorize the formation of Special Interest Groups for the purpose of studying specific genealogical areas of interest.

- All members of Special Interest Groups must be members in good standing of the Society
- All Special Interest Groups shall adhere to the Bylaws, Policies and Procedures as are established from time to time by the Society
- Special Interest Groups shall report annually to the Branch to which they belong.

### 7.2 Dormancy

7.2.1 In the event that any Branch shall fail to have in place an Executive Committee within six months after the time it is required to have its Annual General Meeting the Branch shall be deemed dormant.

7.2.2 In the event that any Branch shall fail to have an Executive Committee in place following the Annual General Meeting, all of the previously elected officers of the Branch may continue to act notwithstanding that their terms of office have expired.

7.2.3 In the event that a Branch fails to elect a President and Vice-President at an Annual General Meeting and is in effect without an Executive, the Board will delegate a temporary trustee until such time as a Branch Executive is installed. Any member of the Branch Executive may be selected as the trustee, even if their term has expired.

7.2.4 The progress of the Branch must be reviewed every six months by the Board.

7.2.5 Within 30 days of its becoming dormant an officer of the Branch shall pay all its legal debts and forward to the Secretary of the Society all records, accounts and files of the Branch.

### 7.3 Dissolution

7.3.1 Failing any timely resumption of a Branch Executive, the Board may move to dissolve the Branch at a Special Meeting of the Branch.

7.3.2 Notwithstanding anything in 7.3.1 above, dissolution cannot take place until the Branch has been dormant for at least one year, and:

- shall, within 30 days of dissolution, pay all its legal debts properly incurred prior to the dissolution
- shall, within 30 days of the dissolution, forward to the Treasurer of the Society all monetary assets and records of any kind of the Branch
- the Board shall hold the assets of a dissolved Branch in a segregated trust account for a period of five years after the dissolution of the Branch. Such monies shall be held for startup expenses, if and when the Branch reactivates in that time.
- In the event that the Branch is not reactivated within the five-year period such monies

shall revert to the Society.

- Assets, other than monetary assets, will be redistributed at the discretion of the Board to other Branch libraries or community libraries, museums or archives after a period of at least three years from the date of dissolution.

#### **7.4 Revival**

In the event that any Branch that has become dormant is revived within five years, all monetary assets and records shall be returned to the Branch within 30 days of notice of such revival being received by the Secretary of the Society.

#### **7.5 Liberal Interpretation**

Nothing in any of Article 7 shall override Liberal Interpretation and sensitivity to regional considerations.

### **ARTICLE 8 - INDEMNIFICATION**

#### **8.1 Protection and Indemnity of Directors and Officers**

8.1.1. Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

8.1.2. No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society, unless the act is fraud, dishonesty or bad faith.

8.1.3. Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

### **ARTICLE 9 – RULES OF ORDER**

9.1 The latest edition of Roberts' Rules of Order shall govern all points of order not embodied in these Bylaws and any Bylaws, Rules and Regulations which may hereinafter be adopted in so far as they are not inconsistent with the provisions of the Societies Act.

### **ARTICLE 10 – AMENDMENTS TO BY-LAWS**

10.1 These Bylaws shall only be amended by a Special Resolution as defined in Article 5.6.

**ARTICLE 11 – DISSOLUTION OF THE SOCIETY**

- 11.1 The Society shall only be dissolved by a Special Resolution as defined in Article 5.6.
- 11.2 In the event of dissolution of the Society, all remaining assets after payment of liabilities shall be delivered to and transferred to any Society within Canada with similar or like objects.

**ARTICLE 12 – FINANCE AND OTHER MANAGEMENT MATTERS****12.1 Registered Office**

The Registered Office of the Society is located in Edmonton, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board

**12.2 Finance and Auditing**

- 12.2.1 The financial year of the Society will be the same as the membership year (specified on Article 4.2.1)
- 12.2.2 The books of the Society must be audited once each year. The auditor will be appointed by the Annual General Meeting (Article 5.1.2) and audited statements will be presented to the Annual General Meeting by the Treasurer (Article 6.3.4).

**12.3 Seal of the Society**

The Secretary of the Society shall have custody of the Seal of the Society, as outlined in Article 6.3.5.

**ARTICLE 13 – BORROWING POWERS**

- 13.1 The Society may borrow only by resolution of the Board confirmed by a Special Resolution of the Society as defined in Article 5.6.

**ARTICLE 14 – APPLICATION OF THESE BYLAWS**

- 14.1 These bylaws will supersede and replace all previous bylaws of the Society and all amendments thereto.
- 14.2 These bylaws and any future amendments will become effective when they have received an affirmative vote of Members as set out in clause 5.6 and all other legal requirements, including the registration by the Registrar as set out in the Act, have been fulfilled.