

BYLAWS

LEDUC WEST ANTIQUE SOCIETY

49541 RR 260

COUNTY OF LEDUC

ALBERTA

1. GENERAL PROVISIONS

- .1 The name of the society is "Leduc West Antique Society".
- .2 The registered address of the Leduc West Antique Society shall be established within the corporate limits of the County of Leduc.
- .3 The Leduc West Antique Society shall be incorporated under the Alberta Societies Act.
- .4 The fiscal year-end of the Society in each year shall be December 31.
- .5 The articles contained herein set forth bylaws of Leduc West Antique Society ("the Society").
- .6 The power of the Society shall be:
 - .1 To carry out the objectives and aims of Society.
 - .2 To direct, manage, supervise and control the Society's business, property and funds.

2. MEMBERSHIP

- .1 The Society shall have four classes of membership:
 - .1 Personal annual
 - .2 Personal life
 - .3 Family annual
 - .4 Family life
- .2 Upon payment of the membership fee, and upon approval by the Executive, an individual or family may be eligible to become member(s) of the Society.
- .3 Any person under the age of 18 years may in the same manner become a member upon payment of half the said fee.
- .4 The membership fee shall be set in the Society's annual budget.
- .5 Any member 18 years of age or older in good standing is entitled to:
 - Vote on any motion at a general meeting
 - Bring forward a motion at a general meeting
 - Stand for election or be appointed to the Executive
 - Serve on committee established by the LWAS Executive
- .6 Any member wishing to withdraw from membership in the Society may do so by applying to the Secretary. No refund will be issued.

- .7 If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated.
- .8 A member shall be considered "not in good standing" and shall be deemed suspended if:
 - They fail to pay annual membership fees by the date set for payment
 - They fail to pay any debt owed to the Society
 - They engage in serious misconduct or activities that may bring the Society into disrepute as determined by the Executive.
- .9 No member shall receive payment for their service as a member of the Society.

3. GOVERNANCE

- .1 Executive:
 - .1 The Executive of Leduc West Antique Society shall be comprised of the following members:
 - .1 President, Vice President, Secretary, Treasurer and up to Six (6) directors at large.
 - .2 The Society Executive shall serve without remuneration.
 - .3 Each member of the Executive must be a member in good standing and 18 years of age or older.
 - .4 Any Member of the Executive may, upon majority vote of all members in good standing, be removed from office for any cause which the membership may deem reasonable.
 - .5 Executive members must turn over all records and Society property in their possession to their successor or to the President within thirty (30) days of the Executive member leaving office, becoming a member not in good standing, or upon written request by the Secretary or President. An executive member who has resigned or been removed from office must turn over, intact, all records and/or other Society property in their possession to the Executive within (15) fifteen days of the termination of their position.
 - .6 An Executive member may resign upon two weeks notice by giving notice in writing delivered to the Secretary or President.
- .2 Executive Powers:
 - .1 The Executive may designate committees and appoint chairpersons to these committee's as deemed necessary for the association's operation.
 - .2 The Executive may open/close and must maintain bank accounts deemed necessary for the Society's operation. All Society funds must be deposited into and held in accounts with financial institutions that are insured by Canada Deposit Insurance Corporation.
 - .3 Only current Executive officers shall have signing authority for Society Accounts.
 - .4 The Executive has sole responsibility to authorize contracts on the Society's behalf.
 - .5 The Executive shall review and approve any public communications on the Society's behalf.
 - .6 No member of the Society shall speak on behalf of the Society without authorization of the Executive.

4. EXECUTIVE DUTIES

- .1 The President shall be ex-officio, a member of all committees. He/She shall, when present, preside at all meetings of the Society and of the Executive. In their absence the Vice- President shall preside at any such meetings, and in the absence of both a chairperson may be elected at the meeting to preside.
- .2 The Executive shall, subject to the by-laws or direction given by majority vote at any meeting properly called and constituted, have full control and management of the Society.
- .3 Presidents' duties include:
 - .1 Determine the date, time and place for all Society meetings
 - .2 Presiding over all Society meetings
 - .3 Signing all contracts and agreements on the Society's behalf
 - .4 Being a signing authority for the Society's accounts
 - .5 Being the main spokesperson for the Society
 - .6 Being responsible for the overall direction and activities of the Society
- .4 Vice-President's duties include:
 - .1 In the Presidents absence preside at any Society meetings
 - .2 In the event of an extended absence or inability of the President to serve, assume the President's role and responsibilities.
 - .3 Assuming any other duties as requested by the Executive.
- .5 Secretary's duties include:
 - .1 Record accurate minutes of all Society meetings
 - .2 Keeping minutes as permanent records of the Leduc West Antique Society.
 - .3 Having charge of all correspondence, contracts, agreements and other important records of the Society and be under the direction of the President and the Executive.
 - .4 Submitting, as required by the Alberta Societies Act and/any other statute or law, the Society's annual return, changes to the Society Executive, amendments to the bylaws, and any other incorporating documents.
 - .5 Keep a record of all members of the Society and their contact information.
- .6 Treasurer's duties include:
 - .1 Receiving and promptly depositing in the appropriate accounts all monies paid to the Society in a Bank, Trust Company, Credit Union, or Treasury Branch as required.
 - .2 Maintaining proper books and records of all Society funds.
 - .3 Accurately recording the Society's annual budget.
 - .4 Arranging for the annual audit of the Society's books.
 - .5 Submitting an originally signed copy of the audited financial statement to the Secretary for the Society's permanent records.
 - .6 Being a signing authority for Society accounts.
 - .7 Arranging for or preparing any other audit or financial statements as may be required.
 - .8 Shall present a full detailed account of receipts and disbursements to the Executive whenever requested and shall prepare for submission to the Annual General 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.

- .7 Director's duties include:
 - .1 Assisting the Society's Executive as required.
 - .2 Assume any additional duties as requested by the Executive.

5. AUDITING

- .1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once in each fiscal year by a duly qualified accountant or by two members of the Society elected for that purpose at the Annual General Meeting. A complete and proper statement of the standings of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Society.
- .2 The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting provided for herein or at any time upon giving reasonable notice.

6. MEETINGS

- .1 All meeting shall be conducted in accordance with Roberts Rules of Order.
 - .1 Each year the Executive will set the time and place for the Annual General Meeting of the Society which will be held on or before February 28th. Notice of the Annual General Meeting shall be given to all members in good standing at least twenty-one days prior to the date of the meeting. At this meeting there shall be an election of the Society's Executive. The Executive shall present at that meeting a financial statement setting out its income, disbursements, assets and liabilities for the previous fiscal year.
 - .2 A General Meeting of the Society may be called at any time by the Secretary upon the instruction of the President or Executive by notifying in writing via e-mail, to each member in good standing, a minimum of eight days prior to the day of such meeting.
 - .3 A Special Meeting of the society shall be called by the President or Secretary upon receipt by them of a petition signed by one-third of the members in good standing, setting forth the reason for calling such meeting, which shall be by notifying in writing or via e-mail, to each member in good standing a minimum of eight days prior to the day of such meeting. Minutes must be taken of Special Meetings and adopted at the next General Meeting.
 - .4 Emergency Meetings of the Society may be called at any time by the Executive to deal with business of an urgent nature. The Executive must make reasonable efforts to notify membership of the meeting and the meeting purpose. Emergency meetings have no quorum requirements. Minutes must be taken and adopted at the next General Meeting.
 - .5 Executive Meetings will be held at a date, time, and place determined by the Executive, but at least once every three months. Any six Executive members shall constitute a quorum.
- .2 Ten percent of members in good standing shall constitute a quorum at the Annual General Meeting and at General Meetings.

- .3 Any member in good standing present at a General, Special or Emergency Meeting may bring a motion forward. Members may attend and be considered present by remote video teleconference means when it is available.
- .4 Any member in good standing and 18 years of age or older shall have the right to vote at any meeting of the Society with the exception of Executive meetings. Such votes must be made in person or, where a member in good standing is attending the meeting via remote video teleconference means, but not by proxy or otherwise.
- .5 A meeting is not invalid due to accidental omissions of notice to members in good standing.
- .6 A majority vote of the members present at any meeting is required in order for a motion to pass. A majority vote is considered to be 50% plus one vote, of members present.

7. ELECTIONS

- .1 At the Annual General Meeting there shall be elected (if required) a President, Vice-President, Treasurer, Secretary and up to six Directors who so elected shall form the Executive board. The officers and directors elected shall form the Leduc West Antique Society Executive, and shall serve until their successors are elected. Any vacancies occurring during the year shall be filled at the next General Meeting. Any member in good standing and 18 years of age or older shall be eligible for any office in the Society. Every effort shall be made to ensure that there is more than one person nominated for each Executive position. The nomination committee shall consist of two members at large and one Executive member.
- .2 Term of Executive:
 - .1 President, Two-year term with a maximum of two consecutive terms.
 - .2 Vice-President, Two-year term with a maximum of two consecutive terms.
 - .3 Secretary, Two-year term
 - .4 Treasurer, Two-year term
 - .5 Directors, Up to Six Directors at Large , each serving a three-year term elected yearly (two members each year to fill seats becoming vacant that year).
- .3 No person shall serve more than six consecutive years as a Director at Large.

8. BORROWING POWERS

- .1 For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of monies in such a manner as it sees 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 will debentures be issued without the sanction of a special resolution of the Society made at a General Meeting.

9. BYLAWS

- .1 These bylaws may only be altered or amended by a Special Resolution at a General Meeting. By notifying each member in writing, via e-mail, eight days prior to the day of such a meeting.
 - .1 The amended bylaws take effect upon notification of their approval by Corporate Registries, in accordance with the Alberta Societies Act.

- .2 The bylaws contained herein represent the current bylaws of Leduc West Antique Society and all previous versions of the bylaws are hereby repealed and of no force and effect.
- .3 Bylaws are to be reviewed at minimum once every three (3) years by a committee appointed by the Executive.

10. DISSOLUTION

- .1 The Leduc West Antique Society may only be dissolved in accordance with the Alberta Societies Act and/or another applicable federal law or provincial statute.
- .2 Should the Society dissolve, its property and assets shall be used for the following purpose and in the order of precedence below:
 - .1 To pay all debts and liabilities of Leduc West Antique Society.
 - .2 Any remaining funds/assets shall be distributed to one or more registered Alberta Historical Organizations or registered and incorporated charitable organization as determined by members during the Special Meeting to dissolve the Society.
 - .3 In no event shall any member receive any Society assets.

These are the bylaws of Leduc West Antique Society as passed by members present at the Society's General Meeting

This _____ day of _____ 20____

Society President (signature)

Print Name

Witness (signature)

Print Name

Society Vice-President (signature)

Print Name

Witness (signature)

Print Name

Society Secretary (signature)

Print Name

Witness (signature)

Print Name