

SUNDRE & DISTRICT HISTORICAL SOCIETY

Article 1 - Preamble

1.1. The Society

The Sundre & District Historical Society was incorporated July 2, 1968.

1.2. The Bylaws

The following articles set forth Bylaws of the Sundre & District Historical 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. 2000, Chapter S-14 as amended, or any statute substituted for it.

2.1.2 "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society.

2.1.3 "Annual General Meeting" means the annual general meeting as described in Article 6.1

2.1.4 "Board" means the Board of Directors of this Society.

2.1.5 "Director" means any person elected or appointed to the Board.

2.1.6 "General Meeting" means a meeting open to all members of the Society.

2.1.7 "Member" means a member of the Society,

2.1.9 "Member in Good Standing" means any Member who meets the characteristics as set forth in bylaw 5.4.4.

2.1.8 "Board Executive" means any Board Executive listed in Article 7.2.

2.1.9 "Pioneer" means a person who is among the first to study or develop something: and/or a person who goes to an area and builds a house, begins a farm, etc
Cambridge Dictionary

2.1.10 "Registered Office" means the registered office for the Society.

2.1.11 "Register of Members" means the register maintained by the Secretary containing the names of the Members of the Society.

2.1.12 "Society" means the Sundre & District Historical Society of Alberta.

2.1.13 "Special Meeting" means the special meeting described in Article 6.2.

2.1.14 “ Special Resolution” as per Section 1(d)of the Societies Act states:

- (i) a resolution passed
 - a. at a general meeting or special meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
 - b. by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.
- (ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or
- (iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

2.1.15 “Voting Member” means a Member entitled to vote at the meeting of the Society.

Interpretation

2.2.1

The following rules of interpretation must be applied in interpreting these Bylaws. The precedence of the rules governing Board procedure is:

- a) The Province of Alberta Society Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it;
- b) Other Provincial Legislation;
- c) Sundre & District Historical Society Bylaws;
- d) Robert’s Rules of Order or other rules of order for conducting meetings approved by the Board.

2.2.2

Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.3

Headings are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.4

In the interpretation of these Bylaws words in singular include the plural and vice-versa, words in one gender include all genders, and person includes an individual, body corporate, partnership, trust and unincorporated organization.

Article 3 - Objects of the Society

3.1 The objects of the society are detailed in the Articles of Incorporation.

Article 4 - Finance and Other Management Matters

4.1 The Registered Office

The Registered Office of the Society is located at 211 - 1Avenue S.W., Sundre, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to the Corporate Registry.

4.2 Finance and Auditing

4.2.1 The fiscal year of the Society shall be August 1st to July 31st .

4.2.2 There must be an audit/review of the books, accounts, and records of the Society at least once each year. A qualified accountant or two members of the Society appointed at each Annual General Meeting must do this review. At each Annual General Meeting of the Society, the treasurer or auditor submits a complete statement of the books for the previous year.

4.3 Seal of the Society

4.3.1 The Board may adopt a seal as the Seal of the Society.

4.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

4.3.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board may pass a motion to name the authorized Officers.

4.4 Cheques and Contracts of the Society

4.4.1 The designated Board Executives sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques. In the event of the use of e-commerce or online banking, the Board will keep a detailed record of the same with two authorized signatories for each item.

4.4.2 The designated Board Executives with signing authority will be the signees for the tax receipts for donations as required.

4.2.2 All contracts of the Society, or grant applications, must be signed by the Board Executive or other persons authorized to do so by resolution of the Board.

4.5 The Keeping and Inspection of the Books and Records of the Society.

4.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

4.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society.

4.5.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.

4.5.4 A Member wishing to inspect the books or records of the Society must give reasonable notice to the Chair or the Secretary of the Society of his intention to do so.

4.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.

4.5.6 All financial records of the Society are open for such inspection by the Members, during normal business hours and with reasonable notice.

4.5.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

4.6 Borrowing Powers

4.6.1 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including or granting security.

4.7 Payments

4.7.1 No Member, Director or Board Executive of the Society receives any payment for his services as a Member, Director or Board Executive.

4.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

4.8 Protection and Indemnity of Directors and Officers

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

4.8.2 No Director is liable for the acts of any other Director, or employee. No Director 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 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.

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

Article 5 - Membership

5.1 Classification of Members

There are three categories of Members:

- a. Full Members
- b. Life Members (existing only)
- c. Honorary Members

5.1.1 Full Members

To become a Full Member, an individual must:

- a. Be at least 18 years of age
- b. share the beliefs and philosophies of the Society, and
- c. Pay the annual membership fees for Full Members.

5.1.2 Honorary Members

An individual may become an Honorary Member if the Voting Members at a General Meeting pass a resolution recognizing the contributions of the individual to the Society or its objects.

5.2 Admission of Members

Any individual may become a Member in the appropriate category by meeting the requirements in Article 5.1. The individual will be entered as a Member under the appropriate category in the Register of Members.

5.3 Membership Fees

5.3.1 Membership year:

The membership year will coincide with the calendar year.

5.3.2 Setting Membership fees

The Board decides annual membership fees.

5.3.3 Payment Date for Fees

The annual membership fees must be paid on or before October 1st of the respective Membership Year.

5.4 Rights and Privileges of Members

5.4.1 Any Member in good standing is entitled to:

- a. receive notice of meetings of the Society;
- b. attend any general meeting of the Society; and
- c. exercise other rights and privileges given to Members in these bylaws.

5.4.2 Voting Members

The only Members who can vote at General Meetings of the Society are:

- a. Full Members, in good standing,
- b. Life Members (existing) in good standing.

5.4.3 Number of Votes

A voting Member is entitled to one (1) vote at a General Meeting of the Society.

5.4.4 Member in Good Standing

A Member is in good standing when:

- a. the Member has paid membership fees or other required fees to the Society, within the dates designated in Article 5.3 Membership Fees, and
- b. the Member is not suspended as a Member, as provided for under Article 5.5. Suspension of Membership.

5.5.1 Decision to Suspend

The Board, at a Special Meeting called for that purpose, may suspend a Member's membership for not more than three (3) months, for one or more of the following reasons:

- a. if the Member has failed to abide by the Bylaws;
- b. if the Member has disrupted meetings or functions of the Society; or
- c. if the Member has done or failed to do anything judged to be harmful to the Society

5.5.2 Notice to the Member

5.5.2.1 The affected member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks notice before the Special Meeting.

5.5.2.2 The notice will be sent by single registered mail or confirmed email, to the last known addresses of the Member shown in the records of the Society. The notice may also be delivered by a Board Executive.

5.5.2.3 The notice will state the reasons why suspension is being considered..

5.5.3 Decision of the Board

5.5.3.1 The Member will have an opportunity to appear before the Board to address the matter.. The Board may allow another person to accompany the Member.

5.5.3.2 The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board..

5.5.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

5.5.3.4 The decision of the Board is final.

5.6 Termination of Membership

5.6.1 Resignation

5.6.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary or Chair of the Society..

5.6.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

5.6.2 Death

The Membership of a Member is ended upon his death.

5.6.3 Deemed Withdrawal

5.6.3.1 If a member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted his resignation.

5.6.3.2 In this case, the name of the Member is removed from the Register of Members. The member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

5.6.4 Expulsion

5.6.4.1 The Society may, by Special Resolution at a Special meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society.

5.6.4.2 This decision is final

5.6.4.3 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

5.7 Transmission of Membership

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

5.8 Continued Liability for Debts Due

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

5.9 Limitation on Liability of Members

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

Article 6 - Meetings of the Society

6.1 The Annual General Meeting

6.1.1 The Society holds its Annual General Meeting no later than October 31st of each calendar year, in Sundre, Alberta. The Board sets the place, day and time of the meeting.

6.1.2 The Secretary mails, e-mails or delivers a notice to each Member at least fourteen (14) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

6.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- a. adopting the agenda
- b. adopting the minutes of the last Annual General Meeting
- c. considering the Chair's report
- d. reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the fiscal year end financial review.
- e. Appointing the appropriate members (2) for the next fiscal year end financial review

- f. Electing the members of the Board
- g. Consider matters specified in the meeting notice;
- h. Other specific motions that any members have given notice of before the meeting is called.

6.1.4 Quorum

Attendance by 10% of the total number of Members, as of October 1st of the membership year, in attendance at the Annual General Meeting is a quorum..

6.2 Special Meeting of the Society

6.2.1 Calling of Special Meeting

A special meeting may be called at any time:

- a. by the chair; or
- b, on the written request of a majority of the Directors to the Chair.. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting with notice to all directors; or
- c. on the written request to the Chair of at least one-third (1/3) of the Voting Members.. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at such a Special Meeting.

6.2.2 Notice

6.2.2.1 The Secretary mails, e-mails or delivers a notice to each member at least twenty one (21) days before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.

6.2.3 Agenda for the Special Meeting

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

6.2.4 Procedure at the Special Meeting

Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting. (refer to 6.5.3.1)

6.3 Proceedings at the Annual or a Special Meeting

6.3.1 Attendance by the Public

Annual General Meetings of the Society are open to the public. Non members wishing to address the meeting must go through the agenda process.

6.3.2 Failure to Reach Quorum

The Chair cancels the General Meeting if a quorum is not present within one-half (1/2) hour of the set time. If canceled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

6.3.3 Presiding Board Executive

6.3.3.1 The Chair presides at every General, Special and Board meeting of the Society. The Vice-Chair chairs in the absence of the Chair.

6.3.3.2 If neither the Chair nor the Vice-Chair is present within one-half (1/2) hour after the set time for the General meeting, the Members present choose one (1) of the Members to chair.

6.3.4 Adjournment

6.3.4.1 The Chair may adjourn any General, Special and Board meeting of the Society, with the consent of the Members at the meeting. The adjourned meeting conducts only the unfinished business from the initial meeting.

6.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

6.3.4.3 The Society must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General meeting.

6.3.5 Voting

6.3.5.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting.

6.3.5.2 The Chair, in the case of a tie vote, will cast the deciding vote.

6.3.5.3 A Voting Member may not vote by proxy.

6.3.5.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

6.3.5.5 The Chair declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

6.3.5.6 Five Voting Members may request a ballot vote. In such case, the Chair or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.

6.3.5.7 Members may withdraw their request for a ballot.

6.3.5.8 The Chair decides any dispute on any vote. The Chair decides in good faith, and this decision is final.

6.3.6 Failure to give notice of meeting

Action taken at a General Meeting is not invalid due to:

- a. accidental omission to give any notice to any Member;
- b. any Member not receiving any notice; or
- c. any error in any notice that does not affect its meaning

6.3.7 Written Resolution of All the Voting Members

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General meeting. It is not necessary to give notice or to call a General meeting. The date on the resolution is the date it is passed.

Article 7 – The Governance of the Society

7.1 The Board of Directors

7.1.1 Governance and Management of the Society

The Board governs and manages the affairs of the Society. The Board may hire an Executive Director/ paid administrator to carry out management functions under the direction and supervision of the Board.. Supervision of the Executive Director/paid administrator is carried out by the chair and/or designate.

7.1.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the Societies Act...

The Powers and Duties of the Board include:

- a. Determining the parameters necessary for the governance, management, and promotion of the Sundre & District Historical Society, Sundre & District Museum, and World of Wildlife.
- b. Ensuring financial solvency and integrity in regards to all of its assets, property and liabilities.
- c. Developing a Strategic Plan which identifies the image, mandate and goals of the Society.
- d. Creating and/or revising Policies and Procedures on an ongoing basis.
- e. Evaluating, and constantly improving the Board's performance
- f. Recruiting an Executive Director/paid administrator as required.

7.1.3 Board Members' Code of Conduct

Board Members must avoid any conflict of interest with respect to their fiduciary responsibility. The following may be perceived as a conflict between the Society and Board Member:

- a. self dealing;
- b. conduct of private business;
- c. personal services.

7.1.4 Composition of the Board

The Board consists of:

- a) Board Executive: Chair, Vice Chair, Treasurer, Secretary
- b) number of Directors for the Board will be determined by 10% of number of members as of the membership year, plus up to 2 additional Directors
- c) one appointed Town Representative

7.1.5 Election of the Directors and the Chair

7.1.5.1 At the next Annual General Meeting of the Society, the Voting Members elect the appropriate numbers of Directors needed according to 7.1.4 b

7.1.5.2 At each succeeding Annual General meeting of the Board, Voting Members elect the appropriate number of Directors needed according to 7.1.4b, each serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Directors were elected.

7.1.5.3 Voting members may re-elect any Director of the Board for a maximum of three (3) consecutive terms.(9 years total)

7.1.5.4 Voting Directors elect the Chair at the first Board meeting following the Annual General Meeting. The Chair shall be a Director who served on the Board for a minimum of one (1) year. The Chair can only serve for a maximum of three (3) consecutive terms. (3 years total)

7.1.6 Resignation, Death or removal of a Director

7.1.6.1 A Director, including the Chair may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation. The Director will not be considered for a Board position for a period of one (1) year.

7.1.6.2 Voting Members may remove any Director including the Chair before the end of his term, with cause. There must be a majority vote at a Special Meeting called for this purpose. A Director removed will not be considered as Director for a period of one (1) year.

7.1.6.3 If there is a vacancy on the Board, the remaining Chair or Vice Chair, may appoint a Member in good standing to fill that vacancy for the remainder of the term.

7.1.6.4 A removed Director may be reinstated by a majority vote of the Board.

7.1.7 Meeting of the Board

7.1.7.1 The Chair calls the meetings.

7.1.7.2 There will be a minimum of 8 Board meetings each year. There may be five (5) days notice by telephone or electronically. Board Members may waive notice.

7.1.7.3 A majority of all Directors, as per 7.1.4b, at any Board meeting is a quorum.

7.1.7.4 If there is no quorum, the Chair adjourns the meeting to the same time, place, and the day of the following week. At least five (5) Directors present at this later meeting is a quorum.

7.1.7.5 Each Director has one (1) vote.

7.1.7.6 The Chair may cast the deciding vote in the case of a tie vote.

7.1.7.7 Meetings of the Board are open to Members of the Society, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Chair. A majority of the Directors present may ask any other Members, or other persons in attendance, to leave.

7.1.7.8 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

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

7.1.7.10 Board members can be dismissed from office by lack of attendance at three (3) consecutive meetings, unless a valid reason is given to the Chair. A Board member so removed will remain a Society member.

7.1.7.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

7.1.7.12 A Director may waive formal notice of a meeting.

7.2 Board Executive

7.2.1 Board Executive consists of the Chair, Vice Chair, Secretary and Treasurer.

7.2.2 At its first meeting after the Annual General Meeting, the Board elects, from among the Directors, all Board Executive for the coming year.

7.2.3 The Board Executive hold office until re-elected or until a successor is elected.

7.3 Duties of the Board Executive of the Society.

7.3.1 The Chair:

- Supervises the affairs of the Board when present,
- Chairs all meetings of the Society and the Board
- Is an ex officio member of all committees, except the Nominating Committee.
- Acts as the spokesperson for the Society. .
- Primary communicator with the Executive Director/paid administrator
- Carries out other duties assigned by the Board.

7.3.2 The Vice Chair:

- Presides at meetings in the Chair's absence.
- Replaces the Chair at various functions when asked to do so by the Chair or the Board;
- Is a member of the Board Executive; and carries out other duties assigned by the Board.

7.3.3 The Secretary

- Attends all meetings of the Society and the Board.,
- Keeps accurate minutes of these meetings;
- Has charge of the Board's correspondence;
- Makes sure all notices of various meetings are sent;
- Controls the Seal of the Society;
- Files the Society annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- Carries out other duties assigned by the Board.

7.3.4 The Treasurer:

- Makes sure all monies paid to the Society are deposited in a financial institution chosen by the Board;
- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- Makes sure a reviewed statement of the financial position of the Society is prepared and presented to the Annual General Meeting;
- Chairs the Finance Committee of the Board;
- Carries out other duties assigned by the Board.

7.4 Board Committees

7.4.1 Establishing Committees

The Board may appoint committees to advise the Board.

7.4.2 General Procedures for Committees:

A Board member chairs each committee created by the Board.

The chairperson calls committee meetings.

Each committee:

- Records minutes of its meetings;
- Provides reports to each Board meeting at the Board's request.

7.5 Standing Committees

The Board establishes the following committees:

- a. Board Executive
- b. Human Resources Committee
- c. Finance Committee
- d. Nominating Committee
- e. Membership Committee

7.5.1

The Board Executive

- a. Consists of the Chair, Vice Chair, Secretary, and Treasurer.
- b. Is responsible for:
 - Planning agendas for Board meetings;
 - Carrying out emergency and unusual business between Board meetings
 - Reporting to the Board on actions taken between Board meetings;
 - Carrying out other duties as assigned by the Board.
- c. Board Executive may agree to and sign a resolution. This resolution is as valid as one passed at a Board meeting. It is not necessary to give notice or to call a meeting of the Board Executive. The date on the resolution is the date it is passed.
- d. A meeting of the Board Executive may be held by a conference call.
Officers who participate in this call are considered present for the meeting
- e. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board Executive.
- f. Any Board Executive may waive formal notice of a meeting.

7.5.2

The Human Resources Committee .

Consists of a Board member who is the chairperson, and two other members appointed by the Board;

Is responsible for:

- recommending a job description, qualifications, and performance appraisal system for the Executive Director;/Paid Administrator
- interviewing applicants for the position of Executive Director/Paid Administrator of the Society and recommending an appointment to the Board;
- recommending policies on personnel to the Board, including recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits acting as a mediator for personnel problems;
- recommending personnel policies for volunteers;
- reporting on the year's activities at the Annual General Meeting;
- carrying out other duties assigned by the board.

7.5.3 The Finance Committee:

a. Consists of the Treasurer, who is the Chairperson, and up to three (3) other Members appointed by the Board.

b. Is responsible for:

- recommending budget policies to the Board;
- investigating and making recommendations to the Board for acquiring funds and property;
- recommending policies on disbursing and investing funds to the Board;
- establishing policies for Board and committee expenditures;
- arranging the annual audit/review of the books;
- reporting on the year's activities at the Annual General Meeting
- carrying out other duties assigned by the Board.

7.5.4 The Nominating Committee:

a. Consists of the Vice Chair, and two (2) Other Members appointed by the Board

b. Is responsible for:

- preparing a slate of nominees for each vacant Director position;
- orienting new board members.

7.5.5 The Membership Committee

- Records membership in members register
- Contacts members when memberships are due or past due

7.6 The Executive Director /Paid Administrator

- 7.6.1 The Board may hire an Executive Director/paid administrator to carry out assigned duties. The Executive Director/paid administrator reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees.. The Executive Director/paid administrator reports to the chair or designate. The Executive Director/paid administrator does not vote at any meeting.

Article 8 -- Amending the Bylaws

- 8.1** These Bylaws may be canceled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Society.
- 8.2** The twenty one (21) day's notice of the Annual General or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 8.3** The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

Article 9 - Distributing Assets and Dissolving the Society

- 9.1** The Society does not pay any dividends or distribute its property among its Members.
- 9.2** If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects that have objects similar to those of the Sundre and District Historical Society of Alberta.

Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Society.

