

**A BY-LAW GOVERNING THE PROCEDURE AND BUSINESS OF
EDMONTON HERITAGE COUNCIL SOCIETY (“THE SOCIETY”)**

BE IT HEREBY ENACTED as a By-law of the Society as follows:

SECTION 1 – INTERPRETATION

1.01 Definitions

In all Bylaws of the Society, unless the context otherwise specifies or requires:

- (a) “**Act**” means the *Societies Act*, R.S.A. 2000 Ch. S-14 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the bylaws of the Society to the provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
- (b) “**Annual Meeting**” means the Annual Meeting called pursuant to Section 7.01;
- (c) “**Appoint**” includes “**Elect**” and vice versa;
- (d) “**Board**” means the Board of Directors of the Society;
- (e) “**Bylaws**” means this bylaw and all other bylaws of the Society from time to time in force and effect; and
- (f) “**Member**” or “**Membership**” means a member as defined in Section 2.01.
- (g) “**Special Resolution**” means:
 - a. a resolution passed:
 - a) at a general, special, or annual meeting of the Society of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
 - b) by vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,
 - b. a resolution proposed and passed as a special resolution at a general, special, or annual meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the general or annual meeting so agree, or
 - c. a resolution consented to in writing by all the members who would have been entitled at a general, special, or annual meeting to vote on the resolution in person or by proxy.

1.02 Interpretation

Save as aforesaid, all terms contained in the Bylaws of the Society which are defined in the Act or regulations shall have the meaning given to such terms in the Act or regulations. Words importing the singular number include the plural and the converse shall also apply. Words importing gender include the masculine, feminine, and neuter genders. Words importing a person include a body corporate.

1.03 Headings

The headings preceding the clauses of the Bylaws have been inserted for convenience of reference only and shall not be considered or taken into account to constrain the terms or provisions of the Bylaws, nor deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

SECTION 2 – MEMBERSHIP

2.01 Membership

Any person who supports the aims of the Society may become a Member with voting or non-voting rights upon payment of the Membership fee. In order to remain a Member, either voting or non-voting, each Member shall pay the Membership fees on an annual basis.

2.02 Membership Fees and Categories

Membership fees and categories of Membership in the Society shall be determined from time to time by the Board. The Board, in its absolute discretion, may waive the fees for any Member.

2.03 Withdrawal from Membership

Any Member wishing to withdraw from the Membership may do so upon giving notice in writing to the Society through its secretary.

2.04 Revocation

Membership may be revoked at any time for any cause upon approval, by resolution, of three-quarters of all the Directors.

2.05 Member Liability

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

SECTION 3 – BOARD OF DIRECTORS

3.01 Board of Directors

The affairs of the Society shall be managed by a Board of up to twenty Directors. The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not, by the Bylaws of the Society or by law, expressly directed or required to be done by the Society.

3.02 Advisors

The City of Edmonton may appoint up to three advisors to advise the Society with respect to the city's vision, goals and strategies in relation to the Society's heritage programs and activities.

3.03 Term

The Directors elected by voting Members shall serve as Directors for a term not exceeding three years unless they are removed pursuant to this bylaw or have resigned. The Chair may serve one subsequent term as Past-Chair and, if necessary, their term as Director shall be extended to four years to allow them to do so. A Director may serve for a maximum of two consecutive terms.

3.04 Removal of Directors

The office of a Director shall be automatically vacated:

- (a) if the Director shall resign the office by delivering a written resignation to the Society;
- (b) if the Director resorts to or seeks the protection of any statute relating to bankruptcy or insolvency or compounds with its creditors;
- (c) if, at a properly constituted Annual Meeting or special meeting of the Members of the Society, a resolution, removing a Director from office, is passed by at least seventy-five percent of voting Members present;
- (d) on the death of a Director; or
- (e) if the Director shall miss three consecutive meetings of the Board.

3.05 Vacancies

The Directors may, by a majority of votes, from time to time, appoint a person as a Director for the purpose of filling a vacancy on the Board created by the resignation or removal of a Director. Such appointment shall continue until the next Annual Meeting and shall not be considered part of the said Director's official term for the purposes of Section 3.02.

3.06 Remuneration and Expenses

The Directors and Officers shall serve without remuneration and shall not directly or indirectly receive any profit from the position as a director. A Director may be paid reasonable expenses incurred by the Director in the performance of a Director's duties. Any Director who is engaged in or is a member of a firm engaged in any business or profession shall not be retained by the Society to provide services to the Society without the approval by resolution of two-thirds of the Directors present at a properly constituted Board meeting. The said resolution shall specify the term and conditions of the engagement. Nothing contained in this section shall be construed to preclude any employee of the Society from serving the Society as an officer and receiving compensation for their employment with the Society.

3.07 No Liability

No Director or officer of the Society is liable for the acts, receipts, neglects or defaults, or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested or contributed, or for any loss or damage arising from the bankruptcy or insolvency or tortuous act of any person with whom any monies, securities, or effects of the Society shall be deposited, or for any loss occasioned by an error of judgment or oversight on the Director's part, or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of the Director's office or undertaking or in relation thereto, unless the same happened through the Director's own dishonesty or willful neglect.

3.08 Indemnity by the Society

Subject to such limitations as may be imposed by law, every Director and officer of the Society and the Director's heirs, executors, administrators, and other legal personal representatives shall be indemnified by the Society against, and the Board shall pay out of funds of the Society, any liability and all costs, charges, and expenses that such Director or officer shall sustain or incur in respect of any action, suit, or proceedings that is proposed or commenced against the Director by reason of any act or thing done or permitted by the Director by reason of the execution of the Director's office or undertaking, if:

- (a) the Director acted honestly and in good faith with a view to the best interests of the Society;
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director had reasonable grounds for believing that the conduct was lawful; and
- (c) the Director acted without dishonesty and without willful neglect.

3.09 Meetings

Meetings of the Board shall be held at such time and on such days as the President Chair, or failing that, the Secretary of the Society may, from time to time, determine.

3.10 Special Meetings

Upon written request setting forth the reasons for calling such meeting signed by at least two Directors, the President Chair, or failing that, the Secretary of the Society shall call a special meeting of the Board within ten days of the request.

3.11 Notice of Meetings

Meetings of the Board shall be called by providing ten days' notice in writing mailed to each Director prior to the meeting or by providing three days' notice given by email, facsimile, telephone, or any similar means of communication prior to the meeting.

3.12 Quorum

Fifty (50%) percent of the Directors elected shall constitute a quorum for the transaction of business at any meeting of the Board.

3.13 Voting

Questions arising at any meeting of the Board shall be decided by a majority of votes cast at that meeting. In the case of an equality of votes, the President Chair of the meeting shall not have a second or casting vote and the question in such case shall be considered lost.

3.14 Rules of Procedure

The Board may establish by resolution the rules of procedure to be followed at the meetings of the Board. Without limiting the foregoing, the Board may, by resolution, direct that votes be taken by secret ballot.

3.15 Resolution in Writing

A resolution in writing signed by all the Directors personally, or confirmed by email, facsimile, or other similar method of communication from all Directors in accordance with the policies of the Society, shall be valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

3.16 Meeting by Telephone

Directors may participate in a meeting of the Board by means of telephone or other communication facilities which permit all persons participating in the meeting to hear each other, and, the Directors participating by those means are deemed to be present at the meeting.

3.17 Conflict of Interest

The Directors may establish, by resolution, policies designed to address real or perceived conflicts between the interests of the Society and the interests of the Directors, officers, Members, and employees of the Society.

SECTION 4 – OFFICERS

4.01 Officers

The Board, by resolution, may appoint or remove any officer of the Board as the Board may consider advisable including the following, for a term and with responsibilities as set out in the said resolution:

- (a) Chair – the Chair shall preside at all meetings of the Society and the Board;
- (b) Vice-Chair – in the absence of the Chair, the Vice-Chair shall preside at all meetings of the Society and the Board;
- (c) Secretary/Treasurer or one of each of Secretary and Treasurer – the Secretary shall keep and maintain accurate minutes of meetings of the Society and the Board. The Treasurer shall be responsible for all monies of the Society and shall keep and maintain such books accordingly. The Secretary and the Treasurer may be one and the same person. In fulfilling the duties of the Secretary, the Secretary/Treasurer shall:
 - a. use best efforts to attend all meetings of the Society and of the board, and to keep accurate minutes of those meetings. The Secretary/Treasurer shall have custody and charge of the seal of the Society which seal whenever used shall be authenticated by the signature of the Secretary/Treasurer and the Chair, or in the case of the death or inability of the Chair to act, by the Vice-Chair.
 - b. have charge of all the correspondence of the Society and shall keep a record of all Members and their addresses and shall be responsible for the preparation and delivery of all notices of meetings of the Board and Members. In the absence of the Secretary/Treasurer, those duties shall be discharged by any officer appointed by the Board.
 - c. in fulfilling the duties of the Treasurer, the Secretary/Treasurer shall:
 - i. receive all monies paid to the Society and shall be responsible for the deposit of same in whatever financial institution the Board may order. The Secretary/Treasurer shall properly account for the funds of the Society and keep such books as may be directed. The Secretary/Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall ensure that there is prepared for submission to the Annual General Meeting, duly audited financial statements of the last completed fiscal year for the Society.

- (d) Past Chair – the Past Chair shall assist the Chair as required.

SECTION 5 – EXECUTION OF INSTRUMENTS

5.01 Signing Authority

The Board may, from time to time, designate by resolution the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be executed and all instruments so executed shall be binding upon the Society without further authorization or formality. In the event that such a resolution is not passed, any and all documents, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be executed on behalf of the Society by any two officers or any two Directors or by one officer and one Director, together.

5.02 Cheques, Drafts, and Notes

All cheques, drafts, or orders for the payment of money and all notes, acceptances, and bills of exchange shall be signed in such manner and by such Directors of the Society or other persons or any combination of the foregoing as the Board may, from time to time, designate by resolution.

5.03 Seal of the Society

The Seal the Society shall be kept at the offices of the Society and it will be used in accordance with the Board's resolution for the execution of particular instruments and documents.

SECTION 6 – RECORDS, FISCAL YEAR, ANNUAL REPORT

6.01 Books and Records

The Board shall see that all necessary books and records of the Society required by the Bylaws of the Society or by any applicable statute or law are regularly and properly kept and shall, at all reasonable times during regular business hours, be open to inspection by the Members.

6.02 Fiscal Year

Unless otherwise determined by the Board, the fiscal year of the Society shall terminate on the 31st day of December in each year.

6.03 Annual Report

Unless otherwise determined by the Board, the Society shall prepare and, on or about 180 days after the end of each fiscal year, submit to the Membership an annual report,

which shall include the audited financial statements and any other statements and reports that the Board may require.

SECTION 7 – MEMBERSHIP MEETING

7.01 Annual Meeting

Annually, the Society shall hold an Annual Meeting of the Society. At the Annual Meeting the Members shall elect the Board of Directors

7.02 Special Meetings of the Society

Upon the written request setting forth the reasons for calling such meetings signed by Fifty (50%) percent of the Directors or at least Twenty (20%) percent of the Members, the Chair shall call a special meeting of the Society within fifteen (15) days of the request.

7.03 Notice of Meetings

The Annual Meeting or the special meeting shall be called by providing ten (10) days' notice in writing to the last known address of each Member prior to the meeting or by providing three (3) days' notice given by email, facsimile, telecopy, telegram, or telephone or any other similar means of communication prior to the meeting.

7.04 Quorum

Twenty (20%) percent of voting Members in person or by duly executed proxy, as recorded in the records of the Society, shall constitute a quorum for any meeting of Members.

7.05 Voting

Each voting Member shall have the right to vote at any meeting of the Society. Votes may be made in person or in proxy.

7.06 Rules of Procedure

The Members may establish by resolution the rules of procedure to be followed at all meetings of the Members. Without limiting the foregoing, the Members may, by resolution, direct that votes be taken by secret ballot.

7.07 Proxy Votes

A proxy may appoint an individual to vote on behalf of the appointer or record a vote where a copy of the resolution is included in the meeting notice. The instrument appointing a proxy or recording a vote shall be in writing in any effectual form under the hand of the appointer or the appointer's attorney duly authorized in writing and need not be attested. No person who is not a Member may be appointed as a proxy.

7.08 Validity of Proxy Vote

A proxy is valid only at the meeting or for the resolution in respect of which it is given or any adjournment of that meeting or resolution. A proxy may be revoked, at any time, in writing under the hand of the appointer or the appointer's attorney.

7.09 Deposit of Proxy

The proxy shall be left with the Chair or with such other person or in such other place as may be specified in the notice of meeting or at the meeting with the Chair thereof before the vote is taken. In default of such deposit, such proxy is not valid.

7.10 Proxy Valid Until Revoked

A vote given in accordance with the terms of a proxy is valid notwithstanding the previous death of the Member or revocation of the said proxy so long as no notice in writing of the death or the revocation has been received by the Chairperson or with such other person as may be specified in the notice of meeting at the time the vote is taken.

SECTION 8 – BORROWING POWERS

8.01 Powers of Society

For the purposes of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit. In no case shall debentures be issued without the sanction of a special resolution, as defined in the Act, or the Society's Bylaws.

SECTION 9 – AUDIT

9.01 Audit Annually

The books, accounts, and records of the Society shall be audited at least once each year by a duly qualified accountant or by two Members of the Society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the accounts for the previous year shall be submitted by such Auditor at the Annual Meeting of the Society.

SECTION 10 – AMENDMENT TO THE BYLAWS

10.01 Method of Amendment

These Bylaws may be amended, altered, added to, or rescinded by Special Resolution of the Society. Such changes to the Bylaws are not effective until such time as the changes have been accepted and registered by the Registrar under the Societies Act.

SECTION 11 – DISTRIBUTION OF PROPERTY UPON WINDING UP OR DISSOLUTION OF THE SOCIETY

11.01 Return to Grant Sponsors

All property in the hands of the Society upon winding up or dissolution of the Society that has been placed in its hands by a grant sponsor and has not been disbursed pursuant to the terms of the granting agreement between the Society and the Grant Sponsor shall be returned to the Grant Sponsor or otherwise dealt with in accordance with the agreements between the Society and the Grant Sponsor.

11.02 Casino Funds

Any funds remaining in the hands of the Society upon winding up or dissolution of the Society that originated from casino revenue which remain after the payment of all debts, liabilities and other obligations of the Society for which such funds can be used pursuant to the terms of the casino license, shall be delivered to a registered charitable organization determined by the Board and which is acceptable pursuant to the terms of the casino license.

11.03 Remaining Funds or Assets

Any remaining funds or assets in the hands of the Society upon winding up or dissolution of the Society after the payment of all debts, liabilities, and other obligations of the Society of any kind shall be delivered to a registered charitable organization as determined by the Board.