

ONOWAY AND DISTRICT HISTORICAL GUILD BYLAWS

PREAMBLE

The name of the Society is Onoway and District Historical Guild, which may also be referred to as the Guild. All reference to the "society" in the following document shall be replaced by the word "Guild" to reflect the name of the Onoway and District Historical Guild.

MEMBERSHIP

Any person may become a member upon payment of the annual fee. The membership fee shall be determined by the members of the society at a general meeting. Membership shall run for the calendar year, with expiration on December 31 of each year.

Any member may choose to allow their membership to lapse by not paying the required fee. If said fee has not been paid in full by the end of March of the membership year, then membership shall be considered to have lapsed.

Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.

Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause which the society may deem reasonable.

PRESIDENT

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 Board. In his/her absence, the Vice President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside. The President shall be elected to a term of one year at the annual meeting of the society.

VICE PRESIDENT

The Vice President shall serve on the Board of Directors and be responsible to undertake whatever duties are assigned by the Board. He/she will also take over any duties of the President such as chairing meetings, when the President is unable to perform duties as prescribed. The Vice President shall be elected to a term of one year at the annual meeting of the society.

SECRETARY

It shall be the duty of the Secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same. He/she shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or in the case of death or inability of either to act, by the Vice President. In the case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board. The Secretary shall be elected to a term of one year at the annual meeting of the society.

The Secretary shall also keep a record of all members of the society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

TREASURER

The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements of the Board whenever requested and shall prepare for submission to the annual 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. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide. The Treasurer shall be elected to a term of one year at the annual meeting of the society.

IMMEDIATE PAST PRESIDENT

The Immediate Past President shall have such responsibilities as may be mutually agreed upon with the President and other members of the Board of Directors.

DIRECTORS

The Directors shall have such responsibilities as may be mutually agreed upon with the President and other members of the Board of Directors. Three Directors shall be elected to a term of one year at the annual meeting of the society.

BOARD OF DIRECTORS

Board of Directors, Executive Committee, or Board, shall mean the Board of Directors of the society.

The Board of Directors shall consist of the following elected members:

- President
- Vice President
- Secretary
- Treasurer
- Immediate Past President
- Three Directors

The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President. A special meeting may be called on the instruction of any two members provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by 10 days notice in writing mailed to each member or by three days notice by fax or telephone. Any four members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall

be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

A person appointed or elected to the Board becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become Director if they were not present at the meeting but consented in writing to act as Director before the appointment or election, or within ten days after the appointment or election, or if they acted as a Director pursuant to the appointment or election. The Board shall be elected to a term of one year at the annual meeting of the society.

Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the society may deem reasonable.

AUDITING

The books, accounts and records of the Treasurer shall be audited at least once a 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 books for the previous year shall be submitted by such auditor at the annual meeting of the society. The fiscal year of the society in each year shall be the calendar year. (January 1 - December 31).

The books and records of the society may be inspected by any member of the society at the annual meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

MEETINGS

The society shall hold an annual meeting on or before the end of February of each year, of which notice in writing to the last known address of each member shall be delivered in the mail ten days prior to the date of the meeting. Notice of meeting may also be transmitted by fax or electronic mail at least six days prior to the date of the meeting. At this meeting, there shall be elected a President, Vice President, Secretary, Treasurer, (or Secretary-Treasurer) and three Directors. The officers and directors so elected shall form a Board, and shall serve until successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such a meeting. Any member in good standing shall be eligible to any office in the society.

General meetings of the society may be held each month, unless otherwise designated by the President of the Board. Notice of meeting shall be delivered in the mail eight days prior to the date of the meeting. Notice of meeting may also be transmitted by fax or electronic mail at least six days prior to the date of such meeting.

A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, delivered in the mail eight days prior to the meeting. Notice of such meeting may also be transmitted by fax or electronic mail at least 6 days prior to the date of such meeting

Five members in good standing shall constitute a quorum at any meeting.

VOTING

Any member who has not withdrawn from membership nor has been suspended or expelled shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise.

REMUNERATION

No officer, director or member of the society shall receive remuneration for his/her service, however he/she may be paid for services rendered and/or reimbursed for reasonable out-of-pocket expenses incurred on behalf of the society.

BORROWING POWERS

For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks 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 shall debentures be issued without the sanction of a special resolution of the society.

BYLAWS

The Bylaws of the Onoway and District Historical Guild may be rescinded, altered or amended by a Special Resolution at any regular, special or annual meeting of the Guild.

DISSOLUTION

In the event of dissolution of the society, and after payment of all debts and liabilities, any remaining property shall be distributed to one or more qualified donees as determined by the society and the Town of Onoway.

However, any gaming funds and assets remaining after paying debts and liabilities will be donated to one or more qualified charitable organizations under the provisions of the Income Tax Act and in consultation with the Alberta Gaming and Liquor Commission.

Approved February 18, 2009
Amended February 16, 2011
Amended September 19, 2012