

## BYLAWS OF WABAMUN And DISTRICT MUSEUM SOCIETY

1. "SOCIETY" shall mean the Wabamun and District Museum Society.

### MEMBERSHIP

1. Membership fee, if any, shall be determined, from time to time, by the members at a general meeting. Any person residing in Alberta and being the full age of 18 years may become a member.
2. Any member wishing to withdraw from membership may do so upon notice in writing to the Board through the Secretary.
3. Any member who contravenes any of the Bylaws or Regulations of the society or whose conduct is in judgement of the Board tends to bring the Museum or any of its members into dispute, may be suspended or expelled by the Board. From the decision of the Board there shall be a right to appeal to the Society as a whole at the next General Meeting of the Society.

### MEETINGS

1. This society shall hold an annual meeting on or before March 31 in each year, of which notice in writing to the last known address of each member shall be delivered by mail, e-mail or telephone, 10 days prior to the date of the meeting. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer and three directors. The officers and directors so elected shall form a Board, and shall serve until their 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 meeting. Any member in good standing shall be eligible to any office in the society.
2. General meetings of the society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to each member, delivered by mail, e-mail or telephone 10 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 or e-mail to the last known address of each member, delivered 10 days prior to meeting.
3. Five (5) members in good standing shall constitute a quorum at any meeting.

## VOTING

1. Any member in good standing shall have the right to vote at any meeting of the society. Such votes must be made in person.

## BOARD OF DIRECTORS

1. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the Society.
2. 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.
3. A special meeting may be called on the instructions 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 10 days notice in writing mailed to each member or by three days notice by e-mail or telephone. Any four members 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.
4. A person appointed or elected a director 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 a director if they were not at the meeting but consented in writing to act as a 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.
5. 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.

## DUTIES OF THE DIRECTORS

### PRESIDENT:

1. The President shall be ex-officio a member of all committees. The President shall reside at all meetings of the society and the Board. In the absence of the President, the Vice-President shall preside at any

such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

#### SECRETARY

1. It shall be the duty to attend all meetings of the society and of the Board and to keep accurate minutes of the same. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.
2. The Secretary shall also keep a record of all the members of the society and their addresses send all notices of the various meetings as required.
3. The Secretary shall have the responsibility for filing the Annual Returns with the Corporate Registry at the end of each year.
4. The record and/or books used by the Secretary shall be kept at the office of the society, or at the residence of the Officer in charge of such, as the case may be.

#### TREASURER:

1. The Treasurer shall collect and receive all monies paid and be responsible for the prompt deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch, the Board may order. The Treasurer shall keep accurate and full account of the funds of the society and keep such books as directed. The Treasurer shall present a full detailed account of receipts and disbursements to 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 Secretary for the records of the society.
2. The records and/or books used by the Treasurer shall be kept at the office of the society, or at the residence of the Officer in charge of such, as the case may be.

#### AUDITING

1. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two (2) 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 shall be January 1<sup>st</sup> to December 31<sup>st</sup>.
2. 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.

## **BORROWING POWERS**

1. The Society on the recommendation of the Board may borrow such sum or sums to carry on the business of the Society as may be approved by the majority vote of the members of the Society, personally present at the Annual General Meeting or Special Meeting thereof. The Board may pledge or mortgage assets of the Society to secure repayment of any such sums borrowed.

## **BYLAWS**

1. The Bylaws may be rescinded, altered or added to by a "Special Resolution".
2. Every such resolution shall be filed with the Registrar of Companies as required by the Societies Act.

DATED

Dec. 8, 2005

## REMUNERATION

1. Unless authorized at any meeting and after notice for same shall have been given, ~~no officer or member of the society shall receive any remuneration for their services.~~

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