

Government House Historical Society Inc.

Bylaws

[Originated 2006; Amended: 2010, 2012, 2017]

Article 1 – Name

- 1.1 The name of the society shall be the Government House Historical Society Inc. (the “Government House Historical Society” or “GHHS” or the “Society”), incorporated pursuant to *The Non-profit Corporations Act, 1995*.
- 1.2 The registered office of the Society shall be in Regina, Saskatchewan.

Article 2 – Objectives of the Society

- 2.1 To be a non-profit, charitable non-commercial, non-sectarian, and non-partisan organization.
- 2.2 To preserve, promote and enhance Government House as a public heritage site.
- 2.3 To encourage community involvement by recruiting and training volunteers for the Society’s activities.
- 2.4 To ensure that each activity of the Society shall be approved by the Board of Directors.

Article 3 – Definitions

In these bylaws, the following definitions shall hold:

- 3.1 “Board” shall mean the Board of Directors of the Government House Historical Society.
- 3.2 “Director” shall mean a member of the Board of Directors of the Government House Historical Society. The term shall be deemed to include both elected and appointed Directors.
- 3.3 “Member” shall mean a person who qualifies according to Article 4 of the bylaws. The term shall be deemed to include both individual and corporate members.
- 3.4 “Act” shall mean *The Non-profit Corporations Act, 1995*, as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the Society shall be read as referring to the amended provisions.

Article 4 – Membership

- 4.1 Membership shall be open to any person or corporation that expresses interest in the objectives of the Society, provided they:
- Make application to the Society for membership.
 - Pay the relevant membership fee currently in effect.
 - Comply with the articles of the bylaws.
- 4.2 Each member, aged 17 and older, and in good standing (paid up membership fees) for three months prior to the Annual General Meeting shall be entitled to one vote at the Annual General Meeting of the Society.
- 4.3 Each corporation in good standing (paid up membership fees) for three months prior to the Annual General Meeting shall be entitled to designate a representative, who shall be entitled to one vote at the Annual General Meeting of the Society.
- 4.4 The Board may name any person an honorary life member of the Society. Honorary life members shall be eligible to vote, but no membership fee shall be charged.
- 4.5 Any member may withdraw from the Society at any time, but shall not be entitled to a refund of the membership paid.
- 4.6 Only members of legal voting age are eligible to vote at the Annual General Meeting.

Article 5 – Board of Directors

- 5.1 The Board shall consist of a minimum of 10 members and a maximum of 12 members.
- 5.2 Subject to Section 98 of the Act, should a vacancy occur on the Board, the Board may appoint a person to complete the term of the vacancy. If a vacancy on the Board decreases the number of directors below the minimum specified by the Bylaws, the Board has until the next Annual General Meeting to fill the vacancy.
- 5.3 Each director shall sign a code of conduct and confidentiality document when elected to the Board.
- 5.4 The Board may appoint members of the Society, who are not necessarily directors, to stand on committees as deemed necessary.
- 5.5 The Board may ask for the resignation of a director who has two un-notified meeting absences.
- 5.6 The membership at the Annual General Meeting will elect the required number of directors from the slate of nominees presented. All directors are elected for a two-year term, and are eligible for re-election for 3 more two year terms.
- 5.7 The terms of elected directors, concluding their two-year term, expire at the conclusion of the Annual General Meeting.
- 5.8 The management of the affairs of the Society shall be vested in the Board.

- 5.9 The Board may exercise all powers of the Society and do all such acts and things on its behalf as are provided by the *The Non-profit Corporations Act, 1995*.

Article 6 – Meetings

- 6.1 The Annual General Meeting of the Society shall be held each calendar year on a date to be determined by the Board, but in any case, within 90 days of the fiscal year end.
- 6.2 According to Section 125 of the Act, all members of the Society are to be notified of an Annual General Meeting at least 15 days prior to the meeting.
- 6.3 If voting for Directors at the Annual General Meeting is required, voting shall be by secret ballot. All other voting at the Annual General Meeting shall be by a show of hands or, where requested by at least three members of the Society, by secret ballot.
- 6.4 (a) Special Meetings of the members shall be called by the President when considered necessary or when requested in writing by at least 5% of the membership.
(b) Pursuant to Section 133 (4) of the Act, such meetings shall be called within 21 days of receipt of such a request and held within 31 days of receipt of request.
(c) If this special meeting is not called within 21 days, any member who signed the original request can call the meeting.
- 6.5 The Board shall meet a minimum of four times each fiscal year.
- 6.6 Between meetings, the Board may be required to vote on resolution(s) or motion(s) by conference call or e-mail. The result of the resolution(s) or motion(s) will be recorded and filed in front of the minutes of the next regularly scheduled Board meeting.

Article 7 – Fiscal Year End and Reviewing/Auditing

- 7.1 The fiscal year end of the Society shall be on the thirty first (31st) day of December in each year.
- 7.2 The Board may change the fiscal year end by a new resolution and by approval of Canada Revenue Agency.
- 7.3 The reviewed or audited financial statements of the Society shall be prepared by a duly qualified Chartered Professional Accountant (CPA) from records to be supplied under the authority of the Treasurer.
- 7.4 Financial statements shall be available to the membership at least 15 days prior to the Annual General Meeting, available from the GHHS office during business hours.

Article 8 – Banking, Investments and Signing Authority

- 8.1 The Society shall keep such records and establish such policies so as to comply with generally accepted accounting principles for non-profit corporations.

- 8.2 Bank accounts of the Society shall be maintained at a chartered bank, trust company or credit union as determined by the Board.
- 8.3 Investments of the Society shall be maintained as determined by the Board.
- 8.4 Monies shall be paid out by numbered cheques signed by any two of the following: President, Treasurer, designated director.
- 8.5 Contracts, documents or instruments in writing that require execution by the Society and become binding on the Society may be signed by any two members designated by resolution of the Board.
- 8.6 Receipts for income tax purposes shall at all times be available from the Society and for yearly inspection by the accountant.
- 8.7 Upon request by a member books and records shall be available for inspection through the registered office of the Society during business hours.

Article 9 – Remuneration

- 9.1 Members shall receive no remuneration for services to the Society.
- 9.2 The Board shall establish policies regarding reimbursement for expenses incurred by members on behalf of the Society.

Article 10 – Quorum

- 10.1 Quorum of a duly called meeting of the Board or electronic voting on a resolution or motion between Board meetings shall consist of the majority of the directors. In the event of a tie, the Chair shall have a deciding vote.
- 10.2 At an Annual General Meeting or special meeting of the Society, quorum shall be the members present.

Article 11 – Amendments to the Bylaws

- 11.1 The bylaws may be amended only at the Annual General Meeting or a special meeting of the members.
- 11.2 Requests for bylaw changes must be submitted to the Board 60 days prior to the Annual General Meeting or special meeting of the members.
- 11.3 All proposed amendments to the bylaws will be available to the membership 15 days prior to the Annual General Meeting or special meeting of the members.

Article 12 – Rules of Order

12.1 The order of business shall be conducted according to the latest edition of the *Robert's Rules of Order*.

Article 13 – Winding Up

13.1 In the event of dissolution of the Society, its property and assets shall, after payment of liabilities, be disposed of as outlined in *The Non-profit Corporations Act, 1995*, “Articles of Continuance” and filed with the Government of Saskatchewan Corporations Branch.