

BYLAWS OF THE ARCHAEOLOGICAL SOCIETY OF ALBERTA.

BYLAWS

Article 1. Interpretation

“The Society” refers to the Archaeological Society of Alberta;
“The Centre” refers to a geographical subdivision for the purposes of the Societies Act;
“Society Executive” refers to the administrative body of the Society;
“Centre Executive” refers to the administrative body of any Centre; and
“Annual Meeting” refers to the Annual General Meeting of the Archaeological Society of Alberta.

Article II. Membership:

Any person sharing the objectives of the Society may by payment of the prescribed annual membership fee to a Centre or to the Society, become a member of the Society.

Active member: Any person who is a member in good standing of any duly constituted Centre is considered to be a member of the Society. Active members may participate in all activities of that Centre and of the Society and shall have voting power in both that Centre and the Society.

Member-at-Large: Any person residing inside or outside the Province of Alberta who is a member in good standing of the Society but not of any particular Centre. Members-at-Large shall have voting power only in the Society.

Honorary Life Member: Any person who, by reason of active promotion of archaeology or related sciences, may be awarded a life membership at an Annual Meeting of the Society. No more than one (1) such award shall be granted in any one (1) year. An Honorary Life Member shall have all the privileges of an Active Member.

Corporate Membership: Any group, organization or company that supports the aims and objectives of the Society may become a member of the Society. Corporate Members do not have voting rights in the Society.

Publication Members: Any person or organization that only wishes to receive the Alberta Archaeological Review. Publication Members do not have voting rights in the Society.

Termination of Membership:**Active Members**

A person will no longer be considered as a member of the Society if payment of the annual dues is not paid.

The Society may discontinue membership in the Society of anyone that does not abide by the fundamental goals and objectives (for example: pot-hunting and/or destroying an archaeological site) of the Archaeological Society of Alberta. A local committee shall advise the member of the reasons that their membership is being terminated in writing.

Members of the Society Executive

A member of the Society executive may resign by providing a letter of resignation to the Centre Executive she/he is representing with a copy to the Provincial Executive Secretary.

A member of a Centre may not serve on the Society executive if he/she is not a member of good standing of that Centre.

The Society Executive may remove an officer or director of their executive by a vote of the remaining executive members and notifying that person in writing of the reasons for removing him/her from the position. Reasons for requesting an officer or director to resign or removing the officer or director would include incompetence, non-performance of duties, failure to attend meetings without good reason and/or misrepresenting the Provincial Society (its goals and/or objectives).

Article III - Formation of Centres

A Centre may be formed by not less than ten (10) members from a geographical area within the Province of Alberta by submitting a written application to the Society Executive. Upon approval by the Society Executive, the Centre will then be responsible for the formation of a Centre Executive and execution of bylaws as required under The Societies Act of Alberta. After receipt of this information by the Society Executive, and approval by the Registrar of Companies, the new Centre shall be deemed to be authorized.

Each Centre shall retain its own corporate entity and be responsible for administration of local matters under its own Executive, including maintaining financial records, setting and collecting annual dues for membership in the Centre and remitting the per capita assessment for Society membership to the Society's Executive Treasurer.

Termination or Suspension of a Centre's Membership in the Society:

A Centre's membership in the Society may be suspended or terminated by a majority vote of the Society Executive should that Centre not abide or support the objectives and aims of the Society.

The Centre will be notified in writing of the Society Executive's decision to suspend or terminate their membership in the Society. That Centre will have sixty (60) days from the date of the letter to appeal the decision in writing.

For the duration of the suspension or termination, that Centre will be required to forward to the Society the balance of any unused proceeds of grants or other funds received specifically from the Society.

A Centre that has been suspended or terminated will not be eligible for representation on the Society Executive until such time as that Centre has been reinstated.

Members of the suspended or terminated Centre can retain their membership in the Society by becoming a Member-At-Large or by joining another Centre and paying the required dues.

A Centre's membership may be suspended or terminated for the following reasons:

- a) Not filing the appropriate documents, as required by Alberta Registries annually and allowing the registration to lapse.
- b) Failure to provide required or requested documents, reports, etc. as required for the Society Executive to file the necessary report with the Alberta Historical Resources Foundation and/or other reporting requirements.
- c) Membership falls below the required number of ten (10) active members to become a Centre and/or the appropriate annual dues are not paid to the Society prior to the Archaeological Society of Alberta's year end (December 31).
- d) Misuse of approved grants or other funding provided to the Centre by the Society Executive.
- e) Any other action or misrepresentation by a Centre that the Society Executive deems inappropriate or detrimental to the Society.

Article IV – Administration

1. The governing body of the Archaeological Society of Alberta shall be called the Society Executive, which will consist of officers elected by the membership at each Annual Meeting of the Society and Directors/ Representatives to be appointed by each Centre.
2. Composition of the Society Executive shall be:

Elected:

- a. President
- b. President-Elect
- c. Executive Secretary (Duties may be combined with those of the Executive Treasurer)
- d. Executive Treasurer (Duties may be combined with those of the Executive Secretary)

Ex-Officio Members of the Executive with Voting Privileges

- a. The Immediate Past President of the Society Executive shall *ex-officio* be a member of the Society Executive.
- b. The Editor of the Alberta Archaeological Review or his/her representative, the official publication of the Society, shall *ex-officio* be a member of the Society Executive.
- c. The President of each Centre or his/her representative shall *ex-officio* be a member of the Society Executive.

Appointed by the Centre Executive:**a. Directors**

Each Centre shall be entitled to appoint one representative or his/her alternative to serve as a Director of the Society. The alternative will have full voting privileges. If the Society Executive deems larger representation advisable, they may authorize the Centres to appoint an additional representative on a basis of one (1) representative for each fifty (50) members or major portion thereof that are in good standing. The maximum number of representatives from each Centre shall not exceed two (2). The Executive of each Centre shall appoint the representatives from that Centre prior to the Annual Meeting of the Society.

Appointed at the Annual Meeting:

- a. Auditor(s)
- b. The Editor of the Alberta Archaeological Review

3. Duties of the Society Officers

The duties of the Society Executive shall be as follows:

a. **President**

The President shall be the Chair of the Executive, shall chair all business meetings of the Society Executive and shall have signing authority for the Society. The President is empowered to appoint committees and committee chairs that are deemed necessary in the attainment of the Society's objectives. The President shall seek the advice of the Society Executive where appropriate.

When so requested by the Membership, the President shall direct the attention of the Society Executive, or an appointed committee, to specific topics of concern to the Society Executive and shall ensure that a written report concerning the matter at hand is presented to the Society Executive prior to or at the time of the Annual Meetings.

b. **President-Elect**

The President-Elect shall succeed and assume the role of the President after the current President's term of office has been completed. The President-Elect will act on behalf of the President in his/her absence. The President-Elect may chair committees and act on behalf of the Society Executive if so requested by the President. The President-Elect will report to the President and the Society Executive on any activities undertaken on behalf of the Society.

b. **Executive Secretary (may be combined with position of Treasurer)**

This position shall be elected by the membership. The Executive Secretary shall attend to all administrative matters and shall maintain the Society's postal address.

c. **Executive Treasurer (may be combined with position of Secretary)**

This position shall be elected by the membership. The Executive Treasurer shall attend to all financial matters and oversee and be one (1) of the signing authorities of the Society's Bank Account.

Prepare annual budget to be presented for approval at the last executive meeting of the Society prior to the Annual General Meeting.

4. Terms of Office for the Society Executive

a. All members of the Society Executive shall remain in office from date of election or appointment until the next Annual Meeting of the Society.

b. If vacancies should occur, they may be filled pending the next Annual Meeting of the Society.

- i Officers may be replaced by interim appointment from or by the Society Executive.
 - ii Directors may be replaced by interim appointment from or by the Centre affected.
 - c. All members of the Society Executive are eligible for re-election.
- 5. Powers of the Society Executive
 - a. The Society Executive shall have the authority to conduct the regular business of the Society.
 - b. The Society Executive shall direct the preparation, approval and custody of the minutes of proceedings of the meetings of the Society and of the Society Executive.
 - c. The Society Executive shall make the records and books of the Society available for inspection by the members at the Annual Meeting. Upon request, the records and books shall also be made available at any meetings of the Society Executive.
 - d. Finance
 - i The Society Executive shall have the power to assess each Centre a per capita membership fee for budget purposes. This assessment shall apply equally to all active members in good standing of each Centre and to Members-at-Large. The fee for Corporate Members shall be assessed at the same time.
 - ii Changes in the per capita assessment may only take effect not less than three months following such approval.
 - iii The Society Executive shall also assess the annual subscription rate for the Alberta Archaeological Review.
 - iv The Society Executive may solicit and receive grants from any source.
 - v. The Society Executive may receive donations on behalf of Centres for university scholarships and issue charitable receipts for same.
- 6. Indemnity of the Society Executive

Every director, officer or member of the Society Executive or any other person who has undertaken or is about to undertake any liability on behalf of the Society Executive, or a person who acts or acted at the Society's request as a director or officer or another company of which the Society is or was a shareholder or creditor and their heirs, executors, and administrators, and estate and effects, respectively shall from time to time and at all times, be indemnified and save harmless out of the funds of the Society from and against:

 - a. All costs, charges, and expenses whatsoever which the director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her or in respect of any act, deed, matter or thing whatsoever made, done or

permitted in or about the execution of the duties of his or her office or in respect of any such liability; and

- b. All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges, or expenses occasioned by his or her own willful neglect or default.
7. Remuneration.
No Officer or Director of the Society Executive shall receive remuneration from the Society for the performance of his/her elected duties.
8. Election of Officers

President

The President-Elect, elected at the previous Annual Meeting, shall assume the position of President. Should this person be unable to fulfill the President's position, the Centre who will be hosting the upcoming Annual Meeting shall name a person as their nominee. In either case, the members at the Annual Meeting presently taking place will then duly elect the person so named.

President-Elect

The President-Elect will be a member of the Centre hosting the Annual Meeting two (2) years from the date of election. It is expected that the President-Elect will assume the position of President at the subsequent Annual Meeting.

Executive Secretary (maybe combined with position of Executive Treasurer)

Executive Treasurer (maybe combined with position of Executive Secretary)

Article V - Meetings

- A. An Annual Meeting of the Society will be held in accordance with The Societies Act of Alberta, at a date, time and place as determined by the hosting Centre. Notice of the Annual Meeting must be given by the Executive Secretary in writing to each Centre not less than sixty (60) days in advance and then each Centre must give notice to Active Members, Members-at-Large, and Honorary Lifetime Members in writing and not less than twenty-one (21) days in advance.

The Annual Meeting shall be held for the purpose of:

- 1. Submission of reports for approval. These shall include:
 - a. Presidents' Report – Provincial and Centres
 - b. Financial Reports – Provincial Society, Alberta Archaeological Review and Publication Account
 - c. Alberta Archaeological Review Editor's Report

- d. Archaeological Society of Alberta Publication Account Report
- e. Provincial Coordinator's Report

And may also include

- g. Special Committee Reports
- f. Other reports deemed necessary

- 2. Election of Officers and installation of incoming Society Officers.
- 3. Any other matters that may properly come before the meeting.

Within fourteen (14) days following the Annual Meeting, the Society's Executive Secretary will submit to the Registrar of Companies, the financial statement of the Society and other documents as requested or required. (The Societies Act of Alberta)

- B. A Special General Meeting of the Society may be convened by the Society, by advance notice of one month to all Active Members, Members-at-Large, and Honorary Members, to consider and vote upon extraordinary resolutions that require decision before the next Annual Meeting of the Society.
- C. A quorum for the conduct of business at any Annual or Special General Meeting of the Society shall be not less than twenty (20) members of the Active Members, Members-at-Large and Honorary Lifetime Members, of whom at least three shall be members of the Society Executive, and at least one shall be an Officer of the Society Executive. All Active Members, Members-at-Large and Honorary Life Members in good standing are entitled to attend and vote at the Annual or Special General Meetings of the Society, or may be represented by proxy at such meetings.
- D. The Society Executive
 - a. There shall be at least two regular executive meetings per year at a time and place designated by the President. Other executive meetings may be called as deemed necessary.
 - b. Special meetings may be called by the President, or by five voting members of the Society Executive.
 - c. A quorum for the conduct of business at any regular or special meeting shall be fifty percent (50%) of the total membership of the Society Executive, of whom at least one shall be an Officer, and which shall include representation from two thirds (2/3) of the ASA Centres in good standing.
 - d. Voting:
 - i. Each member of the Society Executive, or his/her representative present at the meeting, shall be entitled to one (1) vote.
 - ii. All matters of regular business shall be determined by majority vote of the members present at any Society Executive meeting.

Article VI - Accounts and Audit

A. The Society's Executive Treasurer shall keep detailed records of all revenue and expenditures of the Society, and shall present to the Annual Meeting for the approval of members:

1. A financial statement of revenues and expenditures for the previous year and a balance sheet containing particulars of the assets and liabilities of the Society.

B. The books, accounts and records of the Society shall be audited at least once each year by two (2) members of the Society or by a duly qualified accountant appointed 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 at the Annual Meeting.

The books, accounts and records of the Society may be inspected by any member in good standing of the Society at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the Society Executive shall at all times have access to such books and records.

Article VII - Borrowing Power

A. For the purpose of carrying out objectives, 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.

B. The Power of the Society under subsection (A) shall be exercised only under the authority of the bylaws of the Society, and in no case shall debentures be issued without the sanction of an extraordinary resolution approved at the Annual or Special General Meeting of the Society.

Article VIII - Seal

The Society may have a seal, which shall be retained by the Society's Executive Secretary and affixed to all documents requiring execution under the Society by any two officers or by such other parties as maybe authorized from time to time by the Society Executive.

Article IX - Dissolution

In the event of dissolution of the Society, any collections of artifacts, libraries, etc. shall

be disposed of in accordance with The Alberta Heritage Act, 1973 (now the Alberta Historical Resources Act) or its successors.

Article X – Amendments to the bylaws

Future changes to the bylaws can only be made by a “special resolution” passed by a majority of not less than seventy-five percent of the members entitled to vote as are present in person at the annual general meeting of which one month’s written notice specifying the resolution as a special resolution has been duly given.

Suggested amendments to the bylaws must be made in writing to the Society’s Executive Secretary at least four (4) months in advance of the Annual General Meeting. Proposed amendments to the bylaws, once approved by the executive, must be presented to the general membership by mail, electronic mail or other means at least thirty (30) days prior to the Annual General Meeting specifying the intention to propose the resolution as a special resolution and be voted on by the general membership at the Annual General Meeting. Once approved by the membership, the amended bylaws will be published in the Alberta Archaeological Review.

Article XI - Awards

The Society may from time to time make awards recognizing meritorious service including, but not limited to, a Distinguished Service Award.

Article XII – Grants

The Society Executive is authorized to provide grants to members and Centres upon completion of the appropriate request.