

## **BYLAWS OF THE ARCHAEOLOGICAL SOCIETY OF ALBERTA.**

### **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 General Meeting” refers to the Annual General Meeting of the Archaeological Society of Alberta.

The operations of the Society are to be chiefly carried out in the Province of Alberta.  
The beneficiary group is defined as all members of the public.

### **Article II. Code of Conduct – Archaeological Ethics**

Members of the Society will abide by the Society’s vision, mission, and values.

Beyond these principles, members of the Society will commit to:

1. Abide by Alberta Historical Resources Act or similar legislation in other jurisdictions.
2. Will not engage in the buying and selling of archaeological artifacts where prohibited.

### **Article III. Code of Conduct – Discrimination and Harassment**

The Society and its members are committed to facilitating meetings, events, and conferences in which all participants feel welcome and respected. This means that all participants agree that they will work to cultivate an environment that is free from discrimination and harassment and that issues of personal safety will be taken seriously. In particular, Society members will strive to prevent any of the following from taking place:

1. Discrimination based on sex, gender, gender identity, sexual orientation, race, ethnicity, age, and religion.
2. Harassment, including:
  - a. sexual harassment,
  - b. harassment that creates a hostile environment,
  - c. harassment that knowingly demeans a group of persons, and
  - d. harassment that limits others’ participation in the Society.
3. Assault, including sexual assault.

Members who feel that they have been subjected to such behaviors or who feel that they have witnessed such treatment of others should immediately contact any executive member (at the centre or provincial level) and/or event organizer. Executive members and event organizers are empowered to have participants removed from events who are behaving in a manner that contradicts this or other Society codes of conduct if it is deemed necessary. Revocation of membership and banning from future participation are also possible consequences of discriminatory or harassing behavior.

#### **Article IV. Code of Conduct – Society Executive and Centre Executive Members**

The Society is committed to teamwork and effective decision-making. Towards this end Society Executive and Centre Executive members will:

1. Endeavour to represent the broader interests of members and stakeholders;
2. Seek to balance their contribution as both an advisor and learner;
3. Be honest with others and true to themselves;
4. Refrain from trying to influence other Executive members outside of executive meetings that might have the effect of creating factions and limiting free and open discussion;
5. Be willing to be a dissenting voice, endeavor to build on the ideas of others, offer alternative points of view as options to be considered, and invite others to do the same;
6. On important issues, be balanced in one's effort to understand other executive members and to make oneself understood;
7. Once a decision is made, support the decision even if one's own view is a minority one;
8. Not disclose or discuss differences of opinion within the executive group with those who are not on the Society/Centre Executive.

The Society/Centre Executive should communicate externally with “one voice”.

1. Respect the confidentiality of information on sensitive issues, especially in personnel matters;
2. Be an advocate for the organization and its mission wherever and whenever the opportunity arises in their own personal and professional networks;
3. Disclose one's involvement with other organizations, businesses, or individuals where such a relationship might be viewed as a conflict of interest (see Article VI. Code of Conduct – Conflict of Interest).

**Article V. Code of Conduct – Conflict of Interest**

The Society/Centre Executive is comprised of a variety of types of stakeholders in Alberta archaeology including: professional archaeologists, academic archaeologists (and academics from cognate disciplines), government employees, avocational archaeologists, and general members of the public. As such, it must be recognized that some conflicts of interest are expected due to the diverse interests of the individuals involved.

Members of the Society/Centre Executive are expected to operate according to high ethical standards. This includes recognizing that conflicts of interest exist, have the potential to inhibit the wisdom of particular decisions, and possibly damage the Society's reputation.

Financial or fiduciary conflicts of interest exist where a person:

1. Has, or is perceived to have, a personal, family or business interests that might benefit from a decision in which he/she the involved in making, or is able to influence those making it.
2. Is involved with a competing or sister organization that may result in a divided loyalty in the context of making a decision.

Voting for or against, or arguing for or against, a particular outcome may influence a decision. Limiting the options being considered may also influence it. The Society recognize that not all conflicts of interest are rooted in financial benefit. Examples of possible conflict of interest situations with respect to our Society include:

1. A Society/Centre Executive member has a personal or business relationship with the Society as a supplier of goods or services.
2. A Society/Centre Executive member has a personal or financial relationship outside of the workplace with a client or supplier who he/she deals with directly as a representative of the Society.
3. The Society is employing someone who is directly related to a Society/Centre Executive member.
4. A major funder or donor has a position on the Society/Centre Executive even if it is a non-voting one.

Conflicts of interest are unavoidable and should not prevent an individual from serving on the Society/Centre Executive unless the extent of the interest is so significant that the potential for undue influence is present in a large number of situations.

**Procedure for handing a conflict of interest:**

In the situation where a conflict of interest exists the individual must disclose any personal, family, or business interests or other community involvements, that may, in the eyes of another person, influence their judgment. Society/Centre Executives shall disclose their conflicts of interest to the executive as a whole. This disclosure, including disclosure of professional affiliations, shall be formally disclosed prior to any Society/Centre Executive meeting.

## **Article VI. 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 General 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 Vision, Mission, and Values 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 suspend or discontinue membership in the Society of anyone that does not abide by the Vision, Mission, and Values, and conform to the codes of conduct (for example: pot-hunting, destroying an archaeological site, or harassment). The Society 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 breaking a Code of Conduct, incompetence, non-performance of duties, failure to attend meetings without good reason, and/or misrepresenting the Provincial Society.

## **Article VII. 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 Vision, Mission, and Values 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:

1. Not filing the appropriate documents, as required by Alberta Registries annually and allowing the registration to lapse.

2. 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.
3. 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).
4. Misuse of approved grants or other funding provided to the Centre by the Society Executive.
5. Any other action or misrepresentation by a Centre that the Society Executive deems inappropriate or detrimental to the Society.

### **Article VIII. 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 General 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.
- d. The Senior Advisor of the Society Executive shall *ex-officio* be a member of the Society Executive.

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

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 General Meeting of the Society.

***Appointed at the Annual General Meeting:***

- a. Auditor(s) if required
  - b. The Editor(s) 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 and chair all business meetings of the Society Executive. 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.

The President shall have signing authority on correspondence and contracts pertaining to the Society. The President will approve ASA operating expenses as per the Operations Manual.

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 General Meeting.

**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.

- c. **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, shall maintain the Society's postal address, and be an alternate signing authority of the Society's Bank Account. In the case of a combined Executive Secretary/Treasurer position another Society Executive member will be selected as the alternate signing authority.

- d. **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 as per the Operations Manual, and be one (1) of the signing authorities of the Society's Bank Account. In the case of a combined Executive Secretary/Treasurer position another Society Executive member will be selected as the alternate signing authority.

The Executive Treasurer will prepare the annual Financial Statements to be presented for review at the last executive meeting of the Society prior to the Annual General Meeting. The annual Financial Statements will then be presented to the general membership for review and approval at the Annual General Meeting.

- e. **Senior Advisor**  
The Senior Advisor shall be appointed by the Society Executive for a five-year term. The Senior Advisor shall serve as an advisor to the Society Executive on matters pertaining to the Society. The person serving in this position is expected to be knowledgeable about the Society's history and operations.

#### 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 General Meeting of the Society, with the exception of the Senior Advisor who serves five-year terms.
- b. If vacancies should occur, they may be filled pending the next Annual General 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/re-appointment.

#### 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 General 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

### a. **President**

The President-Elect, elected at the previous Annual General Meeting, shall assume the position of President. Should the President-Elect be unable to fulfill the President's position, the Centre that will be hosting the upcoming Annual General Meeting may name a new person as their nominee or nominate the current President to serve a second term. Members at the Annual General Meeting presently taking place will then duly elect the person so named.

### b. **President-Elect**

The President-Elect will be a member of the Centre hosting the Annual General 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 General Meeting.

### c. **Executive Secretary** (maybe combined with position of Executive Treasurer)

### d. **Executive Treasurer** (maybe combined with position of Executive Secretary)

## Article IX. Meetings

1. An Annual General 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 General Meeting must be given by the Executive Secretary in writing to each Centre no 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 General Meeting shall be held for the purpose of:

### a. Submission of reports for approval. These shall include:

- i. Presidents' Report – Society Executive and Centre' Executive
- ii. Financial Reports – Provincial Society and Publication Accounts
- iii. *Alberta Archaeological Review* Editor's Report

And may also include

- iv. Provincial Coordinator's Report
- v. Special Committee Reports
- vi. Other reports deemed necessary

### b. Election of Officers and installation of incoming Society Officers.

### c. Any other matters that may properly come before the meeting.

Within fourteen (14) days following the Annual General 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 in accordance with The Societies Act of Alberta.

2. 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 General Meeting of the Society.
3. 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.
4. 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 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 X. Financial Accounts**

1. The Society's Executive Treasurer shall keep detailed records of all revenue and expenditures of the Society, and shall present annual Financial Statements for the previous year and a balance sheet containing particulars of the assets and liabilities of the Society at the Annual General Meeting for approval by the Society members:

2. The books, accounts, and records of the Society shall be reviewed 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 General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted at the Annual General Meeting.

The books, accounts, and records of the Society may be inspected by any member in good standing of the Society at the Annual General 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 XI. Borrowing Power**

1. 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.
2. 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 XII. 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 XIII. 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 XIV. 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 Society 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 available online or by request to the Society Executive Secretary.

#### **Article XV. Awards**

The Society may from time to time make awards recognizing meritorious service including, but not limited to, a Distinguished Service Award. Refer to Operations Manual for the terms of reference, including the nomination or application procedures, and adjudication process as stipulated.

#### **Article XVI – Grants**

The Society Executive is authorized to provide grants to members and Centres upon completion of the appropriate request. Refer to Operations Manual for the terms of reference, including the application procedures and adjudication process as stipulated.