

# Heritage Saskatchewan Alliance Inc.

## Constitution & Bylaws

February 25, 2011

- The name of the corporation shall be Heritage Saskatchewan Alliance Inc. (Heritage Saskatchewan).
- Heritage Saskatchewan shall be a non-profit corporation with its registered office in Regina, the province of Saskatchewan.

### Heritage Defined

*Heritage is what we have received from the past. It shapes our present identity and provides insight for our future.*

*Heritage includes a range of activities in the areas of stewardship, preservation, research, education and engagement. Within this context these activities must exhibit sensitivity to:*

- *the indigenous natural environment;*
- *the impact of the interaction between human activity and natural environments;*  
*and*
- *differing perspectives regarding objects, ideas, places and traditions.*

### Vision Statement

Heritage is a valued and dynamic legacy that contributes to our sense of identity, creates an understanding of our past, is used to build communities in the present, and informs our choices for the future.

### Mission Statement

Heritage Saskatchewan is the collective voice of all those who value heritage in Saskatchewan.

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### Goals

1. Identify and assess the heritage needs of Saskatchewan.
2. Develop and influence broad policy options.
3. Build community.
4. Expand public awareness and understanding.

## **Principles & Values**

### **Stewardship**

- Heritage is a legacy and a trust that needs to be taken care of as part of all ongoing plans, policies and projects.
- Heritage resources, sites, places and stories must be treated as a legacy for future generations.

### **Community Based Approach**

- We value a focus on heritage activities at the community level while working within the provincial, national and global context.

### **Inclusive**

- Membership and organizational activities will be open to all who have an interest in the stewardship of heritage.

### **Cultural Diversity**

- We value cultural diversity and respect contributions of all cultures in Saskatchewan.

### **Collaboration**

- We value a collaborative approach to heritage stewardship.

### **Accountability**

- Heritage Sask will be accountable to the people of Saskatchewan by valuing accessibility, transparency and accountability.
- There will be clear, timely, and effective communication to and from the members, public and stakeholders.

### **Responsiveness**

- The work of the organization will be responsive to the needs of the members and the public, and will focus on policy, research, sharing data, public awareness and collaboration.

### **Recognition**

- We value those who contribute to Saskatchewan's heritage.

### **Leadership**

- Heritage Sask values leadership that will proactively develop and promote heritage in a positive, respectful, and collegial manner.

## Definitions

1. In these Bylaws and all other Bylaws of Heritage Saskatchewan, unless the context otherwise requires or specifies:
  - a. “Academia” means any individual, based out of a educational institution, who has heritage as the major focus of their teaching and research;
  - b. “Act” means the Non-Profit Corporations Act;
  - c. “Articles” means the Articles attached to the Certificate of Incorporation of Heritage Saskatchewan as from time to time amended or restated;
  - d. “Board” means the Board of Directors of Heritage Saskatchewan;
  - e. “Bylaws” means this bylaw and all other bylaws of Heritage Sask in force and effect;
  - f. “Director” means a Director of the board of Heritage Saskatchewan;
  - g. “Members” means all members of Heritage Saskatchewan;
  - ~~g. “Heritage Sask” means the organization incorporated under the Saskatchewan Corporations Act and named Heritage Sask Inc.;~~
  - h. “Ordinary resolution” means a resolution passed by the majority of the votes cast by members who voted respecting that resolution;
  - i. “Organization” means an association, institution, partnership, corporation, union, or cooperative;
  - j. “Practitioner” means any individual who does heritage work professionally, or as avocation;
  - k. “Provincial Heritage Organizations” means an organization or institution that is provincial in scope and has heritage as its main mandate;
  - l. “Special Resolution” means a resolution passed by a majority of not less than two-thirds of the votes cast by the members who voted respecting that resolution;
  - m. “Voting Member” means a Member that has voting privileges as set out herein;
  - ~~m. “Interim Board” means that group of individuals appointed by SaskCulture whose task it is to develop and maintain Heritage Sask up to and including its first Annual General Meeting.~~

## Membership

2. Members shall become members upon payment of fees and upon meeting the criteria for one of the following membership categories.
  3. Voting Members include:
    - i. Incorporated non-profit organizations whose primary mandate is the stewardship, preservation, research, education and engagement of heritage; and/or
    - ii. Member-driven organizations that represent the interests of heritage and heritage practitioners; and/or
    - iii. Boards, agencies or municipal heritage advisory committees, with primarily heritage objectives, that exist by specific legislation and are arms-length from government; and/or
    - iv. Individuals who support the principles and values of Heritage Saskatchewan.
  4. Associate Members include:
    - i. Organizations that are recognized contributors to the heritage community of Saskatchewan, but do not have primarily heritage objectives; and/or
    - ii. The Saskatchewan Arts Board, SaskCulture, Government Agencies, and Government Ministries/Departments.
  5. Associate Members may speak, but neither vote nor make motions.
  6. Honourary Life Members include:
    - i. Individuals who have made significant contributions to the stewardship, preservation, research, education and engagement of heritage in Saskatchewan.
  7. Honourary Life members are exempt from the payment of dues and are entitled to all the privileges of voting membership for the balance of their lives.
- ~~2.—Membership—General Statements~~
- ~~a.—Members and Voting Members shall only become Members upon approval by the Board and upon payment of the fee as determined by the Board.~~
  - ~~b.—Membership shall be open to all partnerships, corporations, cooperatives, unions, professional associations and organizations that have primarily heritage objectives and that support the principles and values of Heritage Sask.~~
  - ~~c.—Membership shall be open to all individuals who support the principles and values of Heritage Sask.~~
  - ~~d.—Government ministries or agencies will be considered for associate membership status.~~
  - ~~e.—Organizations that are recognized contributors to the heritage community of Saskatchewan, but do not have primarily heritage objectives, may be considered for membership.~~
- ~~3.—Membership Categories~~
- ~~a.—Voting~~
  - ~~b.—Non-Voting~~
    - ~~i.—Associate~~
      - ~~•—Group~~
      - ~~•—Life~~
- ~~4.—Membership Eligibility—Voting Members~~
- ~~a.—Only Voting Members in good standing and who have paid the applicable annual membership fee for that year shall be entitled to vote at all meetings of the Members.~~

- b. ~~Voting Members include:~~
  - v. ~~Incorporated non-profit organizations or institutions whose primary mandate is the stewardship, preservation, research, education and engagement of heritage; and/or~~
  - vi. ~~Member driven organizations that represent the interests of heritage and heritage practitioners; and/or~~
  - vii. ~~Individuals.~~
- c. ~~Voting members of Heritage Sask must be based in Saskatchewan or be a Saskatchewan branch of national or international organizations.~~
- d. ~~Criteria for Voting Members:~~

~~Voting Members shall meet the criteria of the Heritage Policy as amended from time to time, and shall include the following:~~

  - i. ~~Non-profit corporations or co-operatives that have primarily heritage objectives;~~
  - ii. ~~Unions and professional associations that have primarily heritage objectives;~~
  - iii. ~~Boards, agencies or municipal heritage advisory committees, with primarily heritage objectives, that exist by specific legislation and are arms length from government;~~
  - iv. ~~Individuals who have heritage interests and hold to heritage values.~~
- e. ~~Voting Members Organizations shall designate up to five (5) individuals as the duly appointed persons to represent the Voting Member at meetings of the Members; and those persons shall have the right to individual votes.~~
- f. ~~The number of voting individuals designated by each Member Organization pursuant to 4.e. shall be determined by size of the budget of each Member Organization, as set out by the Heritage Policy determined by the Heritage Sask Board of Directors.~~

5. ~~Membership Eligibility—Non-voting Members~~

- e. ~~Associate members are not eligible to vote.~~
- f. ~~Non-voting members will be those defined as “associates” and will include the following—including Groups or Individuals:~~
  - i. ~~Associate membership in Heritage Sask is open to any other organization which share the goals and purposes of Heritage Sask;~~
  - ii. ~~The Saskatchewan Arts Board, SaskCulture, government agencies, and Government Ministries/Departments.~~

6. ~~Membership Eligibility—Life Members:~~

- g. ~~The Board may establish a category of Life Membership for individuals who have made significant contributions to the aims and objectives of Heritage Sask;~~
- h. ~~Life Members are not eligible to vote.~~

**Membership Fees**

- 8. Membership fees in Heritage Saskatchewan shall be set by the Board.
- 9. Due dates for Membership fees shall be set by the Board.
- 10. Any Member may withdraw at any time upon written notification to the Board but shall not be entitled to a refund of any portion of membership fees upon resignation.

11. A Member that is sixty (60) days in arrears of payment of annual membership fees shall automatically terminate as a Member.

**Membership Discipline**

12. The Voting Members shall have the power to discipline or terminate a Member for failure to comply with the ~~Constitution or~~ Bylaws, for conduct unbecoming as a member or for other just cause by special resolution at a Special Meeting of the Members.

### Meetings of Members

13. Heritage Saskatchewan shall hold an Annual General Meeting of its Members not later than February 28 in each year. The meeting shall be at such place as the Board shall determine and on such day as the Board shall appoint. The meeting place and time will be determined by the Board.
14. At the Annual General Meeting of the Members the following shall take place, namely:
  - a. Report of the Board shall be presented;
  - b. The election of Directors;
  - c. The consideration of the financial statements and the auditor's report;
  - d. The appointment of auditors for the ensuing year; and
  - e. The consideration of bylaws submitted by the Board.
15. Any other business to be transacted at the Annual General Meeting or any other meeting of the Members shall be considered to be special business.
16. The Voting Members may consider and transact any special business at any meeting of Voting Members provided that the notice of the meeting of Members shall state:
  - a. The nature of the business in sufficient detail to permit a Member to form a reasoned judgment thereon; and
  - b. The text of any special resolution to be submitted to the meeting.
17. The Board shall have the power to call, at any time, a ~~General~~ Special Meeting of the Members.
18. At least fifteen (15) days, and not more than fifty (50) days, prior written notice shall be given to the Board and to each Member of any Annual or Special General Meeting of Members.
19. The Voting Members present in person at the Annual General Meeting shall constitute a quorum. At all other meetings of the Members, one-half of the Voting Members plus one shall constitute a quorum.
20. No error or omission in giving notice of any Annual or Special Meeting of any adjourned meeting, whether Annual or Special, of the Members shall invalidate such meeting or make void any proceedings taken thereat.
21. A Voting Member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

### Voting of Members

22. Voting Members Organizations shall designate up to five (5) delegates as the duly appointed persons to represent the Voting Member at meetings of the Members; and those persons shall have the right to exercise, on behalf of the voting member, all the powers that voting member has.

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23. The number of delegates designated by each Member Organization pursuant to 22 shall be determined by size of the budget of each Member Organization, as set out in policy by the Heritage Saskatchewan Board of Directors.
  24. Each delegate of a member organization will have ONE vote and each individual member will have ONE vote.
  25. There shall be no voting by proxy.
  - ~~21. No error or omission in giving notice of any Annual or General Meeting of any adjourned meeting, whether Annual or General, of the Members shall invalidate such meeting or make void any proceedings taken thereat.~~
  - ~~22. A Voting Member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.~~
  26. At all meetings of Members, every question shall be determined by a majority of votes of the Voting Members present unless otherwise specifically provided by statute or by these Bylaws.
  27. At the discretion of the Board, the Voting Members may cast a ballot by mail to decide any issue for which the Voting Members are entitled to vote.
    - a. If the Board determines that a ballot is to be done by mail, a ballot paper (or ballot papers, as per the number of voting designates allowed for an organization) shall be mailed to each Voting Member together with instructions for marking the ballot paper(s) and its return to Heritage Saskatchewan.
    - b. The Voting Members shall vote and return the ballot in accordance with the instructions.
    - c. The supervision of the counting of votes shall be done by a scrutineer appointed by the Board.
    - d. The results of the vote shall be reported to the Members.

### **Board of Directors**

28. Eligibility of Directors
  - a. All Directors shall be Saskatchewan residents.
  - b. All Directors shall be members in good standing of Heritage Saskatchewan.
29. The Board of Directors:
  - a. Shall consist of a maximum of twelve (12) and a minimum of eight (8) Directors including the President and Past President.
  - ~~b. May include ex officio non-voting representation from time to time as appropriate, and as determined by the Board in setting Heritage Policy.~~
30. Heritage Saskatchewan will strive to maintain a qualified, well-rounded Board composed of Directors whose experiences are reflective of Saskatchewan's diverse heritage community. These experiences may include, but are not limited to, the following areas: provincial heritage organizations, academia, practitioners, First Nations, and Métis Nation.

27. Eligibility of Directors

- ~~a. All directors shall be Saskatchewan residents.~~
- ~~b. All directors shall be members in good standing of Heritage Sask.~~

31. Nomination Committee – ~~Composition and Tasks~~

- a. The Nominations Committee shall ~~consist of five individuals~~ be appointed by the ~~Heritage Sask Board of Directors, including two Board members not seeking re-election.~~
- b. The Nominations Committee shall seek, by public notice and through consultation with the community of interest groups, qualified individuals for each of the positions to be filled based on general criteria developed by the Board from time to time as well as any specific criteria developed in consultation with the applicable community of interest group.
- c. The Nominations Committee shall bring forth a list of nominees for each position to be filled.
- d. Notwithstanding anything contained herein, nominations will ~~also~~ be accepted ~~from the floor at any~~ up to 14 days prior to the Annual General Meeting.

32. Terms of Directors

- a. Directors shall be elected for a term of two (2) years; ~~except in the start-up year when one half of the directors shall be elected for one (1) year.~~ where a one (1) year term is required to maintain a balanced rotation of Board members.
- b. Directors shall be elected on a rotating basis with ~~six (6) positions filled every year.~~ approximately half of the positions coming up for election each year.
- c. A Director is not eligible for election for more than three (3) consecutive terms (6 years) with the exception of the Past President who may serve longer if necessary to complete the term of office as Past President.
- d. A person who has been elected for three (3) consecutive terms is eligible for re-election again after the expiration of one term (2 years).

33. ~~Voting~~ Election of Directors

- a. All voting for all elected Directors shall be done by secret ballot of all of the Voting Members present at the annual general meeting of the Members.
- b. A scrutineer shall be appointed by the Voting Members to count the ballots.

34. Vacated Office of Directors

- a. The office of Director shall be automatically vacated:
  - i. Upon death;
  - ii. When the person ceases to be a resident of Saskatchewan;
  - iii. When the person is found to be of unsound mind;
  - iv. When the person has the status of bankrupt;
  - v. When the person submits a bona fide letter of resignation to the Board;
  - ~~vi. When the person without satisfactory justification is absent from three (3) Board meetings within one fiscal year of Heritage Sask;~~
  - vii. When the Voting Members by ordinary resolution at a special meeting of Members vote to remove the person as a Director;
- b. ~~Provided that~~ Filling an Office Vacated under 34 (a):
  - i. If a vacancy should occur for any of the reasons listed in 34 (a), the Board of Directors may fill the vacancy by appointment; the term of the appointment shall last until the next Annual General Meeting is held.

- ~~ii. If any vacancy shall occur for any reason contained in this Section, the Board, by a majority vote, may, by appointment, shall fill the vacancy.~~
- ~~iii. If the term of the person appointed to fill a vacancy shall expire at the same time as the term of the vacancy being filled.~~
- ~~iv. If A person who is appointed to fill a vacancy for less than one-half a term (less than 1 year) shall be eligible to hold office for a further three terms (6 years).~~

## Officers

### 35. Officer Positions

- a. The Officers shall be the President, Past President and Vice-President.

### 36. Election of Officers

- a. The President shall be elected annually from the Board of Directors.
- b. The President shall be elected by majority vote of the Board of Directors at a Board meeting convened on the same day, and immediately following, the annual general meeting during which the previous President's term expired.
- c. A person must have served at least one (1) year as a Director to be eligible for election as the President.
- d. The President is eligible for re-election as President for up to four (4) consecutive years.
- e. Following the close of their term as President, a person is not eligible for re-election as President for four (4) consecutive years.

### 37. The President shall have the following duties:

- a. Preside at all meetings of the Members and the Board;
- b. Assure the integrity of the Board's processes as established from time to time by the Board;
- c. Represent the Board publicly.

### 38. The Past President shall be the person who has immediately served as President and shall be the Chair of the Nominations Committee.

### 39. The Vice-President shall be **elected from** the Board and shall exercise any or all duties of the President in the absence of the President.

## Committees of the Board

### 40. The Board:

- a. May appoint committees from time to time to perform such duties as the Board may designate;
- b. Shall appoint an audit committee annually;
- c. Shall appoint a nomination committee as per Section 31.

## Board Meetings

### 41. Calling the Meeting

- a. Board meetings shall be called by the President.
- b. Notice of Board meetings may be given by person, telephone, mail, fax or other communication not less than one (1) week before the meeting is to take place.

- c. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named.
  - d. If regular meetings are scheduled, no additional notice is required.
  - e. A meeting of the Directors ~~may~~ will also take place without notice immediately after an annual general meeting or a general meeting to transact any business.
42. If all of the Directors participating in a meeting consent, one or more of the Directors may participate in a meeting of the Board by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear or communicate with each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates.
43. Each Director shall have one (1) vote at Board meetings.
44. Directors Vote at Board Meetings
- a. The Directors shall vote on any resolution arising at any meeting of the Board.
  - b. A majority of the votes shall decide the resolution.
45. The majority of the minimum number of directors required in the Articles of Incorporation ~~Those Directors present at a meeting of the Board~~ shall constitute a quorum.
46. No error or omission in giving notice of any meeting of the Board or any adjournment of a meeting of the Board shall invalidate any meeting or make void any proceedings taken thereat.
47. A Director may, at any time, waive notice of any meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
48. Notwithstanding any of the foregoing provisions of this Bylaw any resolution consented to by the signatures of all of the Directors is as valid and effective as if passed at a meeting of the Directors duly called, constituted and held for that purpose.

**Powers of the Board**

49. The Board shall be responsible to set policy and establish guidelines and limitations to manage the activities and affairs of Heritage Saskatchewan.

**Financial Year**

50. The fiscal year shall be December 1 to November 30 of the following year.

**Auditor**

51. An auditor shall be appointed annually for the ensuing year by the Voting Members at the annual general meeting of Heritage Saskatchewan.

**Dispersal-Dissolution**

52. In the event of Heritage Saskatchewan disbanding or becoming inactive, the net unencumbered assets shall be dispersed to an organization in the heritage community in Saskatchewan sharing similar goals and purposes, as determined by the Board.

#### **Amendment of Bylaws and Constitution**

53. The Board may, by resolution, make, amend or repeal the Bylaws.
54. The Board shall submit any bylaw, amendment or repeal of a bylaw made by the Board to the Members at the next Annual General Meeting of the Members, and the Voting Members may confirm, reject or amend the bylaw, amendment or repeal by the vote of a majority of the Voting Members present at the meeting.
55. The Articles of Heritage Saskatchewan ~~and the Constitution~~ may only be amended by two-thirds of the Voting Members present at the Annual General Meeting.

#### **Rules and Regulations**

56. The Board may prescribe such policies, rules and regulations not inconsistent with these Bylaws relating to the management and operation of Heritage Saskatchewan as it deems expedient.

#### **Notices**

57. Notices may be served personally, by mail or by fax or by any other means of written or transmitted communication.
58. A notice shall be deemed to be given on the day that it is deposited with the Post Office or on the day that it is sent by fax or otherwise communicated.
59. For purposes of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be the last address recorded on the records of Heritage Saskatchewan.

#### **Interpretation of the Bylaws**

60. In these Bylaws and in all other Bylaws of Heritage Saskatchewan hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and corporations.

#### **Coming Into Force**

61. ~~This Constitution and~~ These Bylaws shall supersede all previous ~~Constitutions and~~ Bylaws and shall come into force at, and be effective from, the effective date that it is passed by the Voting Members.

#### **Parliamentary Authority**

62. The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern Heritage Saskatchewan in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order Heritage Saskatchewan may adopt and any statutes applicable to this organization that do not authorize the provisions of these Bylaws to take precedence.

Certified to be a True Copy by:

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(Official of Organization)

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(Date)

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(Location)

Original Document Ratified on February 20<sup>th</sup>, 2010  
Revised February 25, 2011

green = changes approved at AGM February 2011

Underline (added) and ~~strikethrough~~ (removed) = new changes for 2012:

- changes reserved from original list of proposed changes after the December 2010 board conference call;
- changes suggested by the governance committee November 5 and 6, 2010, and
- changes suggested by the governance committee February 4, 2011
- changes suggested at Sept 30 2011 Board meeting