

Heritage Saskatchewan Draft Proposed Constitutional Changes 12/16/2011

Grey = Material changes, White = Edits for flow or correct parliamentary procedure	No. (orig)	No. (rvsd)	Proposed Change	Discussion	Rationale	
	n/a	n/a	Reference to a "Constitution" removed throughout document	Reference to a "Constitution" removed throughout document	This title is more correct in terms of current parliamentary procedure as defined in Roberts Rules of Order [RONR (10th Ed.) p. 9-14]. In the past organizations would typically have both a "constitution" and "bylaws", the former being more difficult to amend than the latter and thus containing only the most essential provisions. This practice has fallen out of favor as many organizations have found that a single document, usually called the "bylaws", is clearer and easier to use, though many still follow the practice of calling the document "constitution and bylaws". The word "Constitution" has been removed throughout the document.	
	n/a	n/a	25 Feb 11	Date removed	List of amendment dates, including the most recent time the document was revised, are included at the end of the document.	
	n/a	n/a	Changed "Heritage Sask" to "Heritage Saskatchewan" throughout document		Governance Committee preference for short form of "Heritage Saskatchewan Alliance Inc."	
		n/a	n/a	Heritage Saskatchewan shall be a non-profit corporation with its registered office in Regina, the province of Saskatchewan.	"Regina" replaced by "the province of"	Removal of restriction that the office must be in Regina.
		n/a	n/a	Heritage Defined, Vision Statement Removed	Definition of Heritage and organization vision removed.	Not necessary in a Bylaw document; a brief statement of the organization's purpose (as found in the mission statement, which has been retained) suffices.

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	n/a	n/a	Goals, Principles and Values Removed	removed	See previous, also makes strategic review of goals, principles, and values more simple if it does not require bylaw changes.
	1. a. to m.	1. a. to m.	"Definitions" placed in alphabetical order		
	1. e.	1. f.	f. "Director" means a Director <u>of the Board</u> of Heritage Saskatchewan;	word change for clarity	
	1. g.	n/a	g. "Heritage Sask" means the organization incorporated under the Saskatchewan Corporations Act and named Heritage Sask Inc.;	removed	Already stated on Page 1.
	n/a	h	h. "Ordinary resolution" means a resolution passed by the majority of the votes cast by members who voted respecting that resolution;	added	"ordinary resolution" referred to in the document, so it is defined here based on the Non-Profit Corporations Act for Saskatchewan
	1.i.	i.	i. "Organization" means an association, institution, <u>partnership</u> , corporation, union, or cooperative;	word "partnership" added	
	n/a	l	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;	added	same as above
	1. m.	n/a	"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	removed	"Interim board" applied only to the first year and no longer needs to be mentioned.
	2 to 6	2 to 7	Membership Section: Articles 2 to 6 are removed and replaced, as shown in the document, with articles 2 to 7.	see below	An explanation of these changes is presented in the sections following this one.
	2 to 6	Membership 2	2. Members shall become members upon payment of fees and upon meeting the criteria for one of the following membership categories.		Point 2 expands on the process for becoming a member (previously one became a member simply "upon approval by the Board").
	2 to 6	Membership 3	3. Voting Members include: i. <u>Incorporated non-profit organizations whose primary mandate is the stewardship, preservation, research, education and engagement of heritage; and/or</u> ii. <u>Member-driven organizations that represent the interests of heritage and heritage practitioners; and/or</u> iii. <u>Boards, agencies or municipal heritage advisory committees, with primarily heritage objectives, that exist by specific legislation and are arms-length from government; and/or</u> iv. <u>Individuals who support the principles and values of Heritage Saskatchewan.</u>	word changes for clarity	Editorial changes to voting membership descriptions. No actual changes have been made that affect the way voting member categories currently operate at Heritage Saskatchewan.

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	2 to 6	n/a	4. c. Voting members of Heritage Sask must be based in Saskatchewan or be a Saskatchewan branch of national or international organizations.	Removed	This section was formerly 4. c. and has been removed completely. It was originally suggested that this section be removed as part of the 2011 Forum Bylaw Amendments. However, at that time it was felt that the membership category as a whole should be reviewed before a decision on this particular point could be made. Since the membership category has now been reviewed, this clause is being put forward again for deletion. Removing this section allows non-residents of Saskatchewan to be voting members. Board members must still be residents of Saskatchewan. Members must be present at meetings in order to cast a vote. This allows Saskatchewan ex-patriots or those out of province who have an interest in Saskatchewan's heritage to participate.
	2 to 6	Membership 4	4. Associate Members include: <u>i. Organizations that are recognized contributors to the heritage community of Saskatchewan, but do not have primarily heritage objectives; and/or</u> <u>ii. The Saskatchewan Arts Board, SaskCulture, Government Agencies, and Government Ministries/Departments.</u>	Word change for clarity.	
	2 to 6	Membership 5	<u>5. Associate Members may speak, but neither vote nor make motions.</u>	Addition that Associate Members may speak, but neither vote nor make motions	Expands on rights of Associate Members in debate (formerly it was simply indicated that they could not vote).
	2 to 6	Membership 6, 7	<u>6. Honourary Life Members include:</u> <u>i. Individuals who have made significant contributions to the stewardship, preservation, research, education and engagement of heritage in Saskatchewan.</u> <u>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.</u>	"Life Members" changed to "Honorary Life Members"; role of Hon. Life Members changed and clarified	Previously, the "life members" category did not allow voting privileges. This category has been changed with the intention to honor significant contributions with a life membership with no dues, while still allowing active participation in the organization.

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	12	13	<p>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. <u>The meeting place and time will be determined by the Board.</u></p>	word change for clarity	word change for clarity
	16	17	<p>17. The Board shall have the power to call, at any time, a General-Special Meeting of the Members.</p>	"general" is replaced with "special"	Provides more clearly for the ability to call a Special Meeting of the Members, as referenced in "Member Discipline" (Point 12 revised). Without provision in the bylaws for calling a Special Meeting, no such meeting can be called.
	21 & 22	20 & 21	<p><u>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.</u></p> <p><u>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.</u></p>	moved from "Voting of Members" section	These two points refer more to meetings than voting and so have been moved to the "Meetings of Members" section; also "General" meeting has been changed to "Special" since there are only two types of meetings: The annual AGM, and any other meeting which is a "special" meeting.
	4. e. & f.	22 & 23	<p><u>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.</u></p> <p><u>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.</u></p>	moved from "Membership" to "Voting of Members" section.	Pertains more to Voting of Members than general Membership.

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	24. a.	27. a.	27. a. If the Board determines that a ballot is to be done by mail, a ballot paper <u>(or ballot papers, as per the number of voting designates allowed for an organization)</u> shall be mailed to each Voting Member together with instructions for marking the ballot paper(s) and its return to Heritage Saskatchewan.	addition	Clarifies voting process by mail in light of multiple votes for organizations
	27. a. & b.	28. a. & b.	<u>28. Eligibility of Directors</u> <u>a. All Directors shall be Saskatchewan residents.</u> <u>b. All Directors shall be members in good standing of Heritage Saskatchewan.</u>	moved to top of section	No change to text from original, moved to improve document flow
	25. b.	29. b.	29. b. May include ex-officio non-voting representation from time to time as appropriate, and as determined by the Board in setting Heritage Policy.	removed	Ex-officio board members provide an opportunity to get feedback and commentary from stakeholders who might otherwise not be on the board; and such was the intent here. However, many boards are moving away from the practice of using "ex-officio" members, preferring instead to invite stakeholder voices to the board table on an issue-specific basis. This has been found to be a more practical and flexible way of inviting stakeholder voices to the table, particularly as it requires less time commitment from the stakeholder. As ex-officio, they would be required to keep the time commitment of a board member without having the benefit of a vote, and often find themselves at the table for discussions that don't really pertain to thier interests. For this reason, we are proposing removing "ex-officio" from the bylaws.

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	28. a.	31. a.	<p>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.</p>	removals	<p>A general statement on how nominations for the board will be put forward is required, but it is desirable to move many of the prescriptive elements of the Nominations Committee composition into policy. In the past, when many boards did not operate with a great deal of written policy outside the bylaws, important policies such as this were often placed in the bylaws. However, the bylaws are truly meant to be an enabling document and not a policy document, and since Heritage Saskatchewan does operate with a full set of policies, this information can be better served there.</p>
	28. d.	31. d.	<p>31. d. Notwithstanding anything contained herein, nominations will also be accepted from the floor at any <u>up to 14 days prior to the Annual General Meeting.</u></p>	<p>Nominations must be in 14 days prior to AGM, no more nominations from the floor</p>	<p>Many organizations are currently moving away from nominations from the floor. This is because someone running from the floor does not have the same opportunity to speak with the nominations committee and have duties, responsibilities, and time commitments explained to them. As well, their candidate information will not be available for members to develop an informed opinion on their qualifications in advance of the meeting. The 14 day requirement ensures candidates consider their decision to run for the board carefully and as a result promotes a more robust board.</p>

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29. a	32. a	32. 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	portions removed; addition acknowledging occasional need for one year terms.	"Start up year" is no longer in effect and doesn't need to be mentioned. Also, going forward, all terms of directors should ideally be for two years. However, over the course of the organization's life, the rotation of terms may become skewed. For example: at any given time, about half the board positions should turn over in an odd year, and half in an even year. However, if a director whose position was scheduled to turn over in an odd year resigns in her first year, her position will turn over a year early, in an even year, resulting in a larger number of positions turning over in an even year. If this happens more than once eventually this will result in too many board members turning over in the same year. This means that, occasionally, one (1) year terms may need to be employed. Unless otherwise stated, however, the word "term" refers to two (2) years.
29. b	32. b	32. b. Directors shall be elected on a rotating basis with six (6) positions filled every year <u>approximately half of the positions coming up for election each year.</u>	word change for clarity	word change for clarity
30	33	33. Voting <u>Election</u> of Directors	"Voting" changed to "Election"	word change for clarity
31. a. vi.	34. a. vi.	34. vi. When the person without satisfactory justification is absent from three (3) Board meetings within one fiscal year of Heritage Sask;	vi. removed	This clause is sometimes used to attempt to deal with the problem of chronically absent directors, which strongly undermines the effectiveness of the board, particularly in the case where such a director does not resign so thier space can be filled by someone else. However, according to the Non-Profit Act, only the members can remove a director. Therefore, this clause is difficult to enforce.

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31. b. i. - iii.	34. b. i. - iv.	34. b. Provided that <u>Filling an Office Vacated under 34 (a):</u> i. <u>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.</u> 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 (<u>less than 1 year</u>) shall be eligible to hold office for a further three terms (<u>6 years</u>).		wording change for clarity, intent stays the same; clarification of length of terms
38. e.	41. e.	e. A meeting of the Directors may <u>will</u> also take place without notice immediately after an annual general meeting or a general meeting to transact any business.	"may" replaced with "will"	This is now a scheduled meeting that always takes place.
42	45	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.	quorum of the Board changed	Quorum requirement as per the Non- Profit Corporations Act of Saskatchewan.
48	51	51. An auditor shall be appointed annually for the ensuing year <u>by the Voting Members</u> at the annual general meeting of Heritage Saskatchewan.	Clarification of who appoints the auditor	The Non- Profit Act requires that the members appoint the auditor.
49	52	52. Dispersal <u>Dissolution</u> In the event of Heritage Saskatchewan disbanding...	word change for clarity	
51	54	54. The Board shall submit any bylaw, amendment or repeal of a bylaw made by the Board to the Members at the next <u>Annual General Meeting</u> 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.	Annual General Meeting specified	Bylaw Amendments are part of the standard order of Business for the Annual General Meeting.
52	55	55. The Articles of Heritage Saskatchewan and the Constitution may only be amended by two-thirds of the Voting Members present at the <u>Annual General Meeting</u> .	"constitution" removed, Annual General Meeting specified	Amendments to the Bylaws are provided for already in 54 (revised), this clause then should refer only to the Articles of Heritage Saskatchewan. Annual General meeting is specified for the same reason that is specified in 54 (revised).

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	n/a	62	<u>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.</u>	Addtion of Parliamentary Authority	Designation of parliamentary rules to be referred to in the case of any need to clarify proper procedure for organizational business, where applicable. Does not apply in cases where Robert's disagrees with Heritage Saskatchewan's Bylaws or the Non-Profit Act of Saskatchewan.
	n/a	n/a	<u>Original Document Ratified on February 20th, 2010</u> <u>Revised February 25, 2011</u>	Revision tracking added	