



Date: January 9, 2018
To: The Membership of Heritage Saskatchewan
From: Wendy Fitch, President
Re: Annual General Meeting - Friday, February 23, 2018

Notice of Meeting

The Annual General Meeting
of Heritage Saskatchewan Alliance Inc.
(commonly known as *Heritage Saskatchewan*)
will be held as follows:

Date: Friday, **February 23, 2018**
Time: 1:30 p.m.
Location: Cedar Room, Parktown Hotel
924 Spadina Crescent East, **Saskatoon**, Saskatchewan

At the Annual General Meeting of Heritage Saskatchewan Alliance Inc. (commonly referred to as Heritage Saskatchewan), the following official items shall take place:

1. Report from the President and the CEO;
2. Election of Directors;
3. The consideration of the financial statements and the Auditor's Report for fiscal year 2016-2017;
4. Appointment of the Auditor for the upcoming fiscal year, 2017-2018; and
5. The consideration of Bylaws submitted by the Board (see attached).

To be eligible to vote at the Annual General Meeting, membership fees must be paid in full and up to date.

Thank you for your attention to this matter.

A handwritten signature in black ink that reads "Wendy Fitch". The signature is fluid and cursive, with the first name "Wendy" and the last name "Fitch" clearly legible.

Wendy Fitch, President

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Heritage Saskatchewan Alliance Inc. (Heritage Saskatchewan) Bylaws

Proposed Bylaw Changes

(Reference: Page 1 – Mission Statement and Definition of Living Heritage)
To be dealt with at the **February 23rd 2018 Annual General Meeting**

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 the province of Saskatchewan.

Mission Statement

Proposed that the Mission Statement of Heritage Saskatchewan be changed from this:

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

To this:

Heritage Saskatchewan gives voice to Living Heritage.

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 an 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;

Proposed change – to add the definition of ‘Living Heritage’ to the Bylaws, as follows:

- g. “Living Heritage” are those values, beliefs and ways of living we inherit from past generations that we still use to understand the present and make choices for the future. This Living Heritage shapes our sense of identity as individuals and our relationships with others, shaping our communities and our quality of life.
- h. "Members" means all members of Heritage Saskatchewan;
- i. "Ordinary resolution" means a resolution passed by the majority of the votes cast by members who voted respecting that resolution;

- j. "Organization" means an association, institution, partnership, corporation, union, or cooperative;
- k. "Practitioner" means any individual who does heritage work professionally, or as avocation;
- l. "Provincial Heritage Organizations" means an organization or institution that is provincial in scope and has heritage as its main mandate;
- m. "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;
- n. "Voting Member" means a Member that has voting privileges as set out herein.

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.

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 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 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 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 one (1) delegate as the duly appointed person to represent the Voting Member at meetings of the Members; and that person shall have the right to exercise, on behalf of the voting member, all the powers that voting member has.
23. The delegate of a member organization will have ONE vote and each individual member will have ONE vote.
24. There shall be no voting by proxy.
25. 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.
26. 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

27. Eligibility of Directors
 - a. All Directors shall be Saskatchewan residents.

b. All Directors shall be members in good standing of Heritage Saskatchewan.

28. 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.

29. 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.

30. Nomination Committee

a. The Nominations Committee shall be appointed by the Board of Directors.

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 be accepted up to 14 days prior to the Annual General Meeting.

31. Terms of Directors

a. Directors shall be elected for a term of two (2) years; except 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 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).

32. 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.

33. 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 Voting Members by ordinary resolution at a special meeting of Members vote to remove the person as a Director;
- b. Filling an Office Vacated under 33 (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. 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

34. Officer Positions

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

35. 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 two (2) consecutive years.
- e. Following the close of their term as President, a person is not eligible for re-election as President for two (2) consecutive years.

36. 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.

37. The Past President:

- a. Shall be the person who has immediately served as President.
- b. Shall automatically be appointed upon the election of a new President.
- c. Shall remain in the position of Past President for the duration of their successor's term as President.

38. 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

39. 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 30.

Board Meetings

40. 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 will also take place without notice immediately after an annual general meeting or a general meeting to transact any business.

41. 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.

42. Each Director shall have one (1) vote at Board meetings.
43. 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.
44. The majority of the minimum number of directors required in the Articles of Incorporation shall constitute a quorum.
45. 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.
46. 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.
47. 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

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

Financial Year

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

Auditor

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

Dissolution

51. 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

52. The Board may, by resolution, make, amend or repeal the Bylaws.
53. 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.
54. The Articles of Heritage Saskatchewan may only be amended by two-thirds of the Voting Members present at the Annual General Meeting.

Rules and Regulations

55. 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

56. Notices may be served personally, by mail or by fax or by any other means of written or transmitted communication.
57. 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.
58. 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

59. 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

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

Parliamentary Authority

61. 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:

- Original Document Ratified February 20, 2010
- Revised February 26, 2011
- Revised February 25, 2012
- Revised February 23, 2013
- Revised February 22, 2014