



River of Death and Discovery Dinosaur Museum Society

DRAFT

Revised Bylaws

**Current as of March 11, 2020
Approved at Annual General Meeting of XXXX**

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BYLAWS

ARTICLE 1 – PREAMBLE

1.1 The Society

The name of the society is the River of Death and Discovery Dinosaur Museum Society, also known or referred to as the RDDDMS, the Society or Philip J. Currie Dinosaur Museum.

1.2 The Bylaws

The following articles set forth the Bylaws of The River of Death and Discovery Dinosaur Museum Society.

ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meanings:

2.1.1 *Act* means the Societies Act RSA 2000, chapter S-14 as amended, or any statute substituted for it.

2.1.2 *Annual General Meeting* means the annual general meeting described in Article 4.1.

2.1.3. *Board* means the Board of Directors of this Society.

2.1.4 *Bylaws* mean the Bylaws of this Society as amended.

2.1.5 *Director* means any person elected or appointed to the Board.

2.1.6 *General Meeting* means the Annual General Meeting in Article 4.1 and a Special General Meeting in Article 4.2

2.1.7 *Member* means a Member of the Society.

2.1.8 *Officer* means any Officer listed in Article 5.2.

2.1.9 *Registered Office* means the registered office for the Society.

2.1.10 *Register of Members* means the register maintained by the Board of Directors containing the names of the Members of the Society.

2.1.11 *Society* means the River of Death and Discovery Dinosaur Museum Society, also known as Philip J. Currie Dinosaur Museum.

2.1.12 *Special Meeting* means the special general meeting described in Article 4.2.

2.1.13 *Special Resolution* means:

(a) A resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution and will pass by a majority of not less than three-fourths Members present.

(b) A resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

2.1.14 *Voting Member* means any Member of the Society in good standing.

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.2 Corporation: words indicating persons also include corporations.

2.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

ARTICLE 3 – MEMBERSHIP

3.1 Classification of Members

3.1.1 Individual Members

Individual Member must be 18 years of age or older. Individual Members become members upon paying the membership fee. Individual Members shall be entitled to vote at any membership meetings on any matter.

3.1.2 Honorary Life Members

Honorary Life Members shall be from time to time, designated by the Board of Directors in recognition of long or exemplary service to the Society. Honorary Life Members must be 18 years of age or older. There shall be no requirement for Honorary Life Members to pay any membership fees for this privilege.

3.1.3 Organizational Members

A corporation, company, organization or business may become an Organizational Member. The Board shall approve all Organizational Members. Organizational Members become members upon payment of the membership fee. Organizational Members shall designate a representative to express its opinion at meetings. Organizational Members shall each be entitled to one vote at any membership meetings, by their appointed proxy.

3.2 Membership

3.2.1 Membership Year

The membership year is 365 days from date of purchase.

3.2.2 Setting Membership Fees

The board shall approve and set membership fees for each category of Membership as required.

3.3 Rights and Privileges of Members

3.3.1 Any Member in good standing is entitled to:

- (a) Receive notice of AGM and Special Meetings of the Society, excluding board and board committee meetings.
- (b) Attend any meeting of the Society excluding Board and Board committee meetings as invited.
- (c) Vote at any AGM and Special Meetings of the Society.
- (d) Exercise other rights and privileges given to Members in these Bylaws.

3.3.2 Voting Members

The only Members who can vote at meetings of the Society are:

- (a) Any Member in good standing.
- (b) Such votes shall be made in person.

3.3.3 Number of Votes

A Voting Member is entitled to one (1) vote per motion.

3.3.4 Member of Good Standing.

A Member is in good standing when:

- (a) The Member has paid membership fees or other required fees to the Society; and
- (b) The Member is not suspended or terminated as a Member as provided for under Article 3.5.

3.4 Termination or Suspension of Membership

3.4.1 Decision to Suspend

The Board may suspend or terminate a Member's membership for one or more of the following reasons:

- (a) If the Member has failed to abide by the Bylaws.
- (b) If the Member has disrupted meetings or functions of the Society.
- (c) If the Member, by an act of omission or commission, has done anything judged to be harmful to the Society.

3.4.2 Notice to the Member

3.4.2.1 The affected Member shall receive immediate notice of the Board's intention to suspend or terminate membership. The notice will state the grounds for termination or suspension.

3.4.3 Decision of the Board

3.4.3.1 The Member will have an opportunity to appeal the decision of the Board by serving notice of appeal within thirty (30) days from the date of the notice letter. The Board may allow another person to accompany the Member.

3.4.3.2 The Board may include the Member during in-camera discussion of the matter (in-camera also referred to as "closed session").

3.4.3.3 The decision of the Board is final.

3.4.4 Resignation

3.4.4.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary or Chair of the Society.

3.5 Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation or otherwise, he is liable for any debt owing to the Society at the date of ceasing to be a Member.

3.6 Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Society.

ARTICLE 4 – MEETINGS OF THE SOCIETY

4.1 The Annual General Meeting

4.1.1 The Society shall hold its Annual General Meeting no later than September 30 of each calendar year. Annual General Meetings shall take place at any location within the Peace Country Region of Alberta as may be selected by the Board of Directors. The Board shall set the place, day and time of the meeting.

4.1.2 Administration shall give each member 21 days' notice of the Annual General Meeting. Notice may be given by ordinary or electronic mail (fax or email), local newspaper advertising, Dinosaur museum website or personal delivery a notice to each Member. The notice shall state the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

4.1.3 Agenda for the Meeting

The Annual General Meeting must deal with the following matters:

- (a) Approving the agenda.
- (b) Approving the minutes of the last Annual General Meeting.
- (c) Reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report.
- (d) Appointing the auditors.
- (e) Appointment of the Individual Members of the Board.
- (f) Considering matters specified in the meeting notice.

4.1.4 Quorum

Fifteen (15) Members in good standing shall constitute a quorum.

4.2 Special General Meeting of the Society

4.2.1 Calling of Special General Meeting

A Special General Meeting may be called at any time:

- (a) By a resolution of the Board of Directors to that effect; or
- (b) On a written request of at least five (5) Directors. The request must state the reason for the Special General Meeting; or
- (c) On the written request of at least one-third (1/3) of the voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

4.2.2 Notice

Administration shall serve notice in the manner set-out in 4.1.2 to each member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

4.2.3 Agenda for Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting shall be considered at the Special General Meeting.

4.2.4 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting (4.3.4.1).

4.3 Proceedings at the Annual or a Special General Meeting

4.3.1 Failure to Reach Quorum

The Chair shall cancel the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the Annual General Meeting shall be rescheduled.

4.3.2 Presiding Officer

4.3.2.1 The Chair shall chair every General Meeting of the Society. The Vice-Chair shall chair in the absence of the Chair.

4.3.2.2 If neither the Chair nor the Vice-Chair is present within one-half (1/2) hour after the set time for the General Meeting, the Individual Members present choose one (1) of the Individual Members to chair.

4.3.3 Adjournment

4.3.3.1 The Chair may adjourn any General Meeting with the consent of the Individual Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

4.3.3.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

4.3.3.3 The Society must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

4.3.4 Voting

4.3.4.1 Each Voting Member has one (1) vote. A show of hands decides every vote at each General Meeting. A ballot is used if at least five (5) voting Members request it.

4.3.4.2 The Chair does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

4.3.4.3 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

4.3.5 Failure to Give Notice of Meeting

No action taken at a General Meeting is invalid due to:

- (a) accidental omission to give any notice to any Member;
- (b) any Member not receiving any notice; or
- (c) any error in any notice that does not affect the meaning of the notice.

4.3.6 Written Resolution of All the Members

All Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting to pass a resolution. The date on the resolution is the date it is passed.

ARTICLE 5 – THE GOVERNMENT OF THE SOCIETY

5.1 The Board of Directors

5.1.1 Governance and Management of the Society

The Board governs and manages the affairs of the Society. The Board may hire such persons as it deems necessary to fulfill the needs of the RDDDMS.

5.1.2 Powers and Duties of the Board

The Board has all the powers except as stated in the Societies Act. The powers of the Board include but are not limited to:

- (a) Promoting the objects of the Society.
- (b) Promoting membership in the Society.
- (c) Approving an annual budget for the Society.
- (d) Investing any extra monies.
- (e) Financing the operations of the Society, and borrowing or raising monies.
- (f) Approve policies for managing and operating the Society.
- (g) Approve policies for the evaluation, selection and recommendation of future Board members.
- (h) The Board will approve contracts over 1 year in length and / or over \$30,000.00 in value. Executive Director will approve contracts less than 1 year and less than \$30,000.00.
- (i) Appointing legal counsel as necessary.
- (j) Selling, disposing of, or mortgaging any or all of the property of the Society.

5.1.3 Composition of the Board

The Board shall consist of:

- (a) Up to thirteen Directors elected by the Members, in addition up to two (2) Directors-at-large appointed by the County of Grande Prairie No. 1. If the County fails to make an appointment, then the Members shall elect these 2 Directors.
- (b) The Chair shall be elected by the Directors.

5.1.4 Election of the Directors and the Chair

All appointments shall be for a term of three (3) years.

5.1.5 Resignation, Death or Removal of Director

5.1.5.1 Any Director including the Chair may resign from office by giving notice in writing to the Board. The resignation takes effect upon receipt of the letter.

5.1.5.2 Members may remove any Director or Officer for cause including the Chair and Vice Chair, Treasurer or Secretary, before the end of his or her term at a Special Meeting called for such purpose. Members may remove any Director or Officer at a special meeting called for that purpose if the Officer or Director fails to perform duties required by these Bylaws to be performed or if such duties are performed poorly, or for any other reason.

5.1.5.3 If there is a vacancy on the Board, the Board may appoint a Member in good standing to fill that vacancy for the remainder of the term.

5.1.6 Meeting of the Board

5.1.6.1 The Board must hold at least six (6) meetings each year.

5.1.6.2 The Chair calls the meetings. The Chair also calls a meeting if any two (2) Directors make a request in writing and state the business for the meeting.

5.1.6.3 There shall be five (5) days' notice of Board or committee meetings by way of telephone, fax or electronic mail. Board Members may waive notice.

5.1.6.4 A majority of the Directors currently elected being present at any Board meeting is quorum.

5.1.6.5 Each Director, including the Chair has one (1) vote per motion.

5.1.6.6 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

5.1.6.7 A meeting of the Board may be held by a conference call.

5.1.6.8 Directors who participate in this call are considered present for the meeting.

5.1.6.9 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

5.1.6.10 A Director may waive formal notice of a meeting.

5.2 Officers

5.2.1 The Officers of the Society are the Chair, Vice Chair, Secretary and Treasurer.

5.2.2 The Officers hold office until re-elected or until a successor is elected.

5.3 Duties of the Officers of the Society

5.3.1 The Chair

(a) Supervises the affairs of the Board.

(b) When present, chairs all meetings of the Society and the Board.

(c) Is an ex officio member of all Committees, except the Nominating Committee.

- (d) Acts as the spokesperson for the Society; and
- (e) Carries out other duties assigned by the Board.

5.3.2 The Vice Chair

- (a) Presides at meetings in the Chair's absence. If the Vice Chair is absent, the Directors elect a Chairperson for the meeting.
- (b) Replaces the Chair at various functions when asked to do so by the Chair or the Board.
- (c) Carries out other duties assigned by the Board.

5.3.3 The Secretary

- (a) Attends all meetings of the Society, the Board and the Executive.
- (b) Keeps accurate minutes of these meetings.
- (c) Carries out other duties assigned by the Board.

5.3.4 The Treasurer

- (a) Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board.
- (b) Makes sure a detailed account of revenues and expenditures is presented to the Board as requested.
- (c) Makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting.
- (d) Carries out other duties assigned by the Board.

5.4 Board Committees

5.4.1 Establishing Committees

The Board may appoint committees as it deems necessary to advise the Board from time to time. Committees may include standing committees and ad hoc committees.

5.5 The Executive Director

5.5.1 The Board may hire an Executive Director to carry out assigned duties.

5.5.2 The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting.

ARTICLE 6 – FINANCE AND OTHER MANAGEMENT MATTERS

6.1 The Registered Office

The Registered Office of the Society shall be located in the province of Alberta.

6.2 Finance and Auditing

6.2.1 The fiscal year of the Society ends on December 31 of each year.

6.2.2 There must be an audit of the books, accounts and records of the Society at least once each year. A qualified accountant appointed at each Annual General Meeting must do this audit.

6.2.3 At each Annual General Meeting of the Society, the auditor shall submit a complete statement of the books for the previous year.

6.3 Seal of the Society

6.3.1 The Board may adopt a seal as the Seal of the Society.

6.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

6.3.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

6.4 Signing Authority

6.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques. The Board may authorize the Executive Director to sign Cheques for certain amounts and circumstances. The Executive Director may not sign his or her own pay cheque.

6.5 The Keeping and Inspection of the Books and Records of the Society

6.5.1 The Secretary keeps a copy of the Minute Books containing approved records of all meetings of the Members and of the Board.

6.5.2 The Secretary keeps the original Minute Books at the Societies legal office. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.

6.5.3 A Member wishing to inspect the books or records of the Society must give at least two weeks' notice to the Executive Director of their intention to do so.

6.5.4 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular premise operated by the Society, during normal business hours.

6.5.5 All financial records of the Society are open for such inspection by the Members.

6.5.6 Other records of the Society are also open for inspection, except for records that the Board designates as confidential including, but not limited to, employee records.

6.6 Borrowing Powers

6.6.1 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

6.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

6.7 Payments

6.7.1 Unless approved by the Board, no Member, Director or Officer of the Society shall receive payment for any services rendered to the Society. The Executive Director is entitled to receive payment for services rendered.

6.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

6.8 Protection and Indemnity of Directors and Officers

6.8.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.

6.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society, unless the act is fraud, dishonesty or bad faith.

6.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor.

Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 7 – AMENDING THE BYLAWS

7.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special General Meeting of the Society.

7.2 The twenty-one (21) days' notice of the Annual General or Special General Meeting of the Society must include details of the proposed resolution to change the Bylaws.

7.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and acceptance by the Corporate Registry of Alberta.

ARTICLE 8 – DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

8.1 The Society shall not pay any dividends or distribute its property among its Members.

8.2 If the Society is dissolved, any funds or assets remaining after paying all debts shall be paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event shall any Members receive any assets of the Society.

ARTICLE 9 – GAMING FUNDS

9.1 Any gaming funds, as defined by the Alberta Gaming and Liquor Commission or its successor, that remain upon dissolution of the Society, shall be distributed to charitable organizations.

DATED at the City of Grande Prairie, in the Province of Alberta, this _____, day of _____, 2020.

Signatures of Board Executive

Board Chair _____

Witness _____

Board Vice Chair _____

Witness _____

Board Secretary _____

Witness _____

Board Treasurer _____

Witness _____