

**Saskatchewan Council for Archives and Archivists**

# **Constitution and Bylaws**

*As amended, 10 June 2015*

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### I. Name, Mission, and Goals

1. (a) The organization shall be known as the Saskatchewan Council for Archives and Archivists, hereinafter referred to as “the Council”.
- (b) The organization shall be a registered non-profit corporation.
2. (a) The mission of the Council is:  
  
Through leadership, support, education and promotion, the SCAA fosters the development, cooperation and advancement of Saskatchewan’s archives and archivists.
- (b) The Council actively realizes its mission through the pursuit of goals. The goals of the Council are:
  - (i) To provide a forum for the exchange of information and ideas among those interested in archives;
  - (ii) To encourage the development of a cooperative archival system within the province;
  - (iii) To encourage the acquisition, preservation and conservation of Saskatchewan’s archival records;
  - (iv) To encourage the establishment of new archival institutions within the province;
  - (v) To develop and promote standard archival policies and practices;
  - (vi) To assist members to obtain funding through granting and other funding agencies and, where necessary, to adjudicate grant requests on behalf of members;
  - (vii) To assist in the education of archivists and others with interests in the field of archives;
  - (viii) To represent the provincial archival community in a national archival network, and;
  - (ix) To promote public understanding and use of archives and historical resources in the province.

## II. Membership

1. The Saskatchewan Council for Archives and Archivists shall consist of individual, institutional, developmental and general members.
2. Individual membership shall be accorded to any Saskatchewan resident who supports the objectives of the Council, who is engaged in archival work and who has paid the annual membership fee. Individual members in good standing have the right to vote during meetings and to hold office in the Council.
3. (a) Institutional membership shall be open to any permanent establishment in Saskatchewan dedicated to:
  - (i) Acquiring, appraising, selecting and conserving the archival records of its sponsoring institution (normally its primary goal) and the archival records of corporate bodies, organizations or individuals relevant to its sponsoring institution or to a defined community or thematic interest;
  - (ii) Arranging and describing the archival records according to accepted archival principles; and
  - (iii) Making the archival records available for continuing use under defined conditions.
- (b) Institutional membership shall be accorded to any institution which meets these criteria and which has paid the annual membership fee of the Council. An institution shall designate one person to be its representative; this person will be eligible to hold office and to vote at all meetings, and will not be eligible to hold a separate individual membership.
4. Developmental institutional membership shall be accorded to any establishment in Saskatchewan that has paid the annual membership fee of the Council, and is engaged or interested in archival work but does not qualify for institutional membership. An institution shall designate one person to be its representative; this person will be eligible to hold office and to vote at all meetings, and will not be eligible to hold a separate individual membership.
5. General Membership is open to any individual or institution wishing, through the payment of membership dues, to support the objectives of the Council. General members may not vote at meetings or hold office. General members are not eligible for funding from any grant programs administered or adjudicated by the Council.
6. The membership year shall be the same period as the Council's fiscal year.
7. The annual membership fee for each membership category shall be established by the members in general meeting.
8. Annual membership fees shall be paid yearly and within three months of the commencement of the fiscal year of the Council. Any members whose fees are in arrears for three months after the beginning of the current membership year shall forfeit their good standing and, if at the end of the current membership year, these membership fees remain unpaid, such members shall be removed

from the membership roll. Payment of fees in arrears at any time between the fourth and ninth month of the membership year will restore members to good standing for the current year.

9. Membership may be terminated by resigning to the Secretary, who shall remove that member from the membership roll. No portion of any pre-paid membership fee shall be refunded.

### **III. Executive Committee**

1. The affairs of the Saskatchewan Council for Archives and Archivists shall be vested in and carried out by an Executive Committee of between six and eight Directors who will fill the offices of:
  - (a) President
  - (b) Vice-President
  - (c) Secretary
  - (d) Treasurer
  - (e) Institutional Member-at-Large / Canadian Council of Archives Representative
  - (f) Individual Member-at-Large
  - (g) Up to two additional Members-at-Large
2. If necessary, the same person may hold the office of Secretary and Treasurer in a given year, in which case the Executive Committee will consist of between five and seven Directors.
3. All Directors shall be nominated from and elected by eligible members of the organization by a majority vote at the Annual General Meeting.
4. The Directors shall serve for overlapping two-year terms, each term beginning at the Annual General Meeting at which the Director was elected. The President, Vice-President, Secretary and Treasurer may not serve for more than two consecutive two-year term in any one office, except in the situations detailed below.
  - (a) The overlapping terms will be arranged as follows:
    - President: elected in even years
    - Vice-President: elected in odd years
    - Secretary: elected in even years
    - Treasurer: elected in odd years
    - Individual Member-at-Large: elected in even years
    - Institutional Member-at-Large: elected in odd years
    - Two additional Members-at-Large: elected in alternating years
  - (b) An individual appointed by the Executive Committee to fill a vacancy as per III.8, or elected at an Annual General Meeting for the second year of an uncompleted two-year term, will subsequently be eligible to be elected for a full two-year term.
5. A majority of the members of the Executive Committee shall constitute a quorum for conducting the business of the Executive Committee.

6. The Membership of the Council shall have the power, by a majority vote on a special resolution at a General Meeting to remove from the Executive Committee any Director who, in the judgment of the membership, is no longer worthy of serving on the Executive. In order to be considered, the resolution must be accompanied by a petition signed by two-thirds of the membership.
7. Members of the Executive Committee who find themselves in a conflict of interest with regard to any and all business and/or deliberations of the organization must declare such conflict immediately and absent themselves from the discussion and decision-making process with respect to such interests. Any Director determined to be in a conflict of interest without beforehand having declared such conflict, shall be liable for immediate removal from the Executive Committee by a two-thirds vote of the Executive Committee.
8. The Executive Committee shall have the power to fill all vacancies in office pro tem the person so elected to serve only until the next Annual General Meeting of the Council. The Executive Committee may be assisted by the Nominations Committee in identifying potential candidates.

#### **IV. Election of Executive Committee**

1. At least two months prior to the Annual General Meeting of the Council, the Executive Committee shall appoint a Nominations Committee to consist of the Vice-President plus at least one member not holding a seat on the Executive Committee. This committee shall prepare a slate of nominees for election to be sent to the general membership at least 15 days prior to the AGM, together with a notice soliciting nomination for these positions. All nominees must be members of the Council in good standing.
2. A ballot containing the names of those nominated will be prepared and presented at the Annual General Meeting. At this time, nominations will also be accepted from the floor and added to the ballot.
3. Members in good standing and new members holding memberships purchased at least one month prior to the Annual General Meeting shall be eligible to cast one (1) vote for each office open for election.
4. The Institutional Member-at-Large shall be nominated from and elected by Institutional representatives only.
5. The Individual Member-at-Large shall be nominated from and elected by individual members only.
6. Members must be present at the Annual General Meeting to vote.
7. Election of the Executive Committee shall be by secret ballot.

## **V. Duties of the Executive Committee**

1. All Directors will take an active role in the deliberations and activities of the Executive Committee. Directors are expected to attend all Executive Committee meetings. Directors who fail to attend two consecutive Executive Committee meetings and fail to provide notice of such absence and are unreachable by telephone, email, or other reasonable means of contact may be dismissed by the Executive Committee. The Executive Committee may dismiss a board member via a unanimous vote of all other Executive Committee members, with proof of at least two attempts to contact the absent Director, and within a minimum of 30 days from the second absence. The appointment of a replacement Director shall be as per section III.8”
2. The President shall lead the activities of the Council and the Executive Committee and shall preside over its meetings.
3. The Vice-President shall perform the duties of the President in the event of the President’s absence or inability to act.
4. The Secretary shall:
  - (a) Ensure that the minutes of all meetings of the Council and its Executive Committee are recorded; and
  - (b) Ensure that a list of members is maintained.
5. The Treasurer shall:
  - (a) Ensure that regular books of account are maintained for the Council;
  - (b) Ensure that a financial statement is provided to the Executive Committee at its regular meetings and to the Annual General Meeting, and for the annual audit or when requested by the Executive Committee;
  - (c) Ensure that all returns necessary for regulatory and other purposes are submitted;
  - (d) Serve as chair of the Audit Committee.
6. The Institutional Member-at-Large shall carry out duties and special projects as required by the Executive Committee and will serve as the Council’s representative to the Canadian Council of Archives (CCA). If the Institutional Member-at-Large is unable or unwilling to attend the CCA General Assembly, the Executive Committee may designate another institutional member to attend.
7. The Individual Member-at-Large shall carry out duties and special projects as required by the Executive Committee.
8. The other Members-at-Large shall carry out duties and special projects as required by the Executive Committee.

9. The Executive Committee may appoint an Executive Director and other staff as may be required. The Executive Director will have overall responsibility for managing the administrative and financial operations of the Council, with specific division of responsibilities between the Executive Director and members of the Executive Committee to be determined from time to time by the Executive Committee.

## **VI. Committees**

1. The Standing Committees of Council shall be as follows:
  - (a) Audit Committee: to supervise, receive, and review the financial audit on behalf of the Executive Committee.
  - (b) Communications Committee: to advise on communication products and tools used by the Council, particularly those used to reach members and potential members of the Council.
  - (c) Education Committee: to develop continuing training, educational and professional development programs at all levels for the membership.
  - (d) Grants Committee: to establish procedures for review and adjudication of applications for institutional financial assistance; and to make recommendations as to the success of any applications. The Committee shall consist of at least three Council members in good standing including at least one Institutional member and at least one Individual member.
  - (e) Public Awareness Committee: to coordinate and develop the Council's activities and events relating to public awareness about the Council and archives in Saskatchewan.
  - (f) Nominations Committee: to seek nominees for election to the Executive Committee. The Nominations Committee will be appointed prior to each Annual General Meeting, under the terms of article IV.1, but may also be appointed to identify nominees for vacancies that arise between Annual General Meetings, under the terms of article III.8.
2. Unless otherwise specified above, committees will consist of at least three Council members in good standing. All committees will carry out their work in partnership with the Council's Executive Director and/or other appropriate staff or contractors.
3. The Executive Committee shall have the power to appoint additional committees. All committees, including the standing committees listed above, shall have the authority to regulate their own proceedings and to transact business as may be delegated to them by the Executive Committee. Committees shall report to the Executive Committee and shall not have the authority to bind the Executive Committee.

## **VII. Meetings**

1. Meetings of the Executive Committee may be called by the President at such times and places as s/he may designate, and shall also be called upon the request of a majority of the Executive Committee.
2. The Annual General Meeting of the organization must be held no later than July 31 of each fiscal year, as determined by the Executive.

3. General Meetings other than the Annual General Meeting may be called at the discretion of the Executive or at the request of at least one-twentieth of the membership. All members must be notified in writing of the date, time, place, and purpose of the meeting no fewer than 15 days prior to the date on which it is to occur.
4. Quorum at a General Meeting shall consist of all those members in good standing in attendance which shall include at least two members of the Executive and three members who are not on the Executive.
5. Only members in good standing shall make or vote on motions.
6. Voting shall be conducted by a show of hands, except when a ballot is required as indicated in the organization Bylaws or is demanded by not less than three (3) voting members. Demand for a vote by ballot may be made either before or after a vote by show of hands.
7. All matters put to a vote, with the exception of amendments to Bylaws, shall be carried by a majority of votes cast.

## **VIII. Finances**

1. The finances of the Council shall be in the care of the Treasurer and the Executive Director and are the overall responsibility of the Executive Committee. The Executive Committee will establish procedures for financial control.
2. The fiscal year of the organization shall commence April 1 and end March 31 of the following year.
3. Financial records of the organization shall be audited in accordance with Non-Profit Corporation regulations.
4. A complete and accurate Financial Statement for the fiscal year shall be presented by the Treasurer at the Annual General Meeting of the organization.
5. The Executive Committee shall have the power to authorize the expenditures of the Council's funds for the purpose of carrying out its objectives. Signatory powers for all financial documents shall be vested in the Treasurer, Vice-President, the President and the Executive Director. If required, the Executive Committee may appoint additional Directors to be signing authorities. At least two individuals with signing authority must sign cheques and other documents committing the financial resources of the Council, unless otherwise authorized by the Executive Committee under the terms of the procedures for financial control.
6. All funds of the Saskatchewan Council for Archives and Archivists shall be deposited in one or more accounts in the name of the Council at a chartered bank, trust company or credit union designated by the Directors.



7. No monies shall be paid to members of the Executive Committee or any other Committee for their services on the Executive Committee or any other Committee other than compensation for travel and sustenance while on Council business and at rates approved by the Executive Committee. This does not preclude any Executive member or any other Committee member from serving the Council in another capacity.

## **IX. Records**

1. All records of the Council and its committees shall be administered according to retention and disposal schedules approved by the Executive Committee.
2. The Saskatchewan Archives Board shall be the official repository of the archival records of the Executive Committee.

## **X. Dissolution**

1. In the event of dissolution of the organization, its property and assets shall after payment of all liabilities be transferred or given to an organization with objectives similar to those of the Council, and in accordance with conditions for dissolution specified in the Non-Profit Corporations Act.

## **XI. Amendments to Constitution and Bylaws**

1. The Council shall have the power to amend its Bylaws as may be deemed advisable and appropriate upon a majority vote of no less than two-thirds (2/3) of the voting members present at a duly called general meeting.
2. Proposed amendments to the Bylaws of the organization shall be submitted in writing by members to the Secretary. Proposed changes shall be circulated to the membership no fewer than 15 days prior to the meeting at which the amendments shall be considered.