

**Saskatchewan Council for Archives and Archivists**

# **Constitution and Bylaws**

*As amended, 22 June 2023*

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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:  
  
The SCAA promotes Saskatchewan’s documentary heritage through leadership, support and education of archives and archivists.
- (b) The Council actively realizes its mission through the pursuit of goals. The goals of the Council are:
  - (i) Refine governance systems
  - (ii) Improve programs and services
  - (iii) Expand human and financial resources
  - (iv) Enhance communication with members
  - (v) Increase awareness of value and use of archives

## 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 and who has been accepted as a Member by resolution of the Board or in such manner as may be determined by the Board. 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 has been accepted as an Institutional Member by resolution of the Board or in such manner as may be determined by the Board. 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.
- (c) An Institutional member may appoint an alternate representative to vote at a meeting on their behalf. This alternate representative shall only receive the institutional rights of membership for the purpose of attending and voting at the AGM. The institution shall appoint an alternate representative by contacting the Council in writing in advance of the AGM. If the alternate representative proposed is already a member article II.10 for proxy voting shall apply.
4. Developmental institutional membership shall be accorded to any establishment in Saskatchewan that has paid the annual membership fee of the Council, and has been accepted as Developmental Institutional Member by resolution of the Board or in such manner as has been determined by the Board, 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 and has been accepted as a General Member by resolution of the Board or in such manner as determined by the Board. 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. Membership fees may be waived by a resolution of the Board.
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 Executive Director, who shall remove that member from the membership roll. No portion of any pre-paid membership fee shall be refunded.
10. An individual or institutional member may appoint a proxy to vote on their behalf in advance of the AGM by contacting the Council in writing. The proxy must be a member of SCAA; may serve as a proxy for other members; and must comply with the direction of the member they are serving as a proxy.

### **III. Board of Directors**

1. The affairs of the Saskatchewan Council for Archives and Archivists shall be vested in and carried out by an Board of between six and eight Directors who will fill the offices of:
  - (a) President
  - (b) Vice-President
  - (c) Treasurer
  - (d) Up to five Members-at-Large
2. All Directors shall be nominated from and elected by eligible members of the organization by a majority vote at the Annual General Meeting.
3. 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, 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
    - Treasurer: elected in odd years
    - Three Members-at-Large: elected even years
    - Two Members-at-Large: elected in odd years

- (b) An individual appointed by the Board to fill a vacancy as per III.9, 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.
4. Meetings of the Board 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 Board.
  5. A majority of the members of the Board shall constitute a quorum for conducting the business of the Board.
  6. 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.
  7. The Membership of the Council shall have the power to remove a member of the Board, subject to the provisions in the Non-Profit Corporations Act.
  8. Members of the Board 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.
  9. The Board shall have the power to fill all vacancies in office pro tem. The person so elected will serve only until the next Annual General Meeting of the Council. The Board may be assisted by the Nominations Committee in identifying potential candidates.

#### **IV. Election of Board**

1. Pursuant to Article III.2, at least two months prior to the Annual General Meeting of the Council, the Board shall appoint a Nominations Committee to consist of at least one Council member not seeking election or re-election to the Board. 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.
2. Nominations will also be accepted from the floor of the Annual General Meeting.
3. Members in good standing and new members holding memberships approved by the Board at least one month prior to the Annual General Meeting shall be eligible to cast one (1) vote for each office open for election. A member may cast an additional vote for each office open for election for each proxy vote they are representing.
4. Members must be present at the Annual General Meeting to vote unless they have arranged for a proxy vote as per Article II.10.
5. Election of the Board shall be by secret ballot.

## **V. Duties of the Board**

1. All Directors will take an active role in the deliberations and activities of the Board. Directors are expected to attend all Board meetings and to provide notice for unavoidable absences.
2. The President shall lead the activities of the Council and the Board 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 Treasurer shall:
  - (a) Ensure that regular books of account are maintained for the Council;
  - (b) Ensure that a financial statement is provided to the Board at its regular meetings and to the Annual General Meeting, and for the annual audit or when requested by the Board;
  - (c) Ensure that all returns necessary for regulatory and other purposes are submitted;
5. The Members-at-Large shall carry out duties and special projects as required by the Board.
6. The Board may appoint an Executive Director and other staff as may be required. The Executive Director will have overall responsibility for managing operations of the Council, with specific division of responsibilities between the Executive Director and members of the Board to be determined from time to time by the Board. Any of the duties of the Treasurer may be delegated to the Executive Director, in which case the Treasurer will play an oversight and advisory role.

## **VI. Committees**

1. The Board may appoint committees to perform such duties as the Board may designate.
2. The Board shall appoint an audit committee annually.
3. The Board shall appoint a nominations committee as per article IV.1 but may also appoint a nominations committee to identify nominees for vacancies that arise between Annual General Meetings, under the terms of article III.9.
4. All committees shall have the authority to regulate their own proceedings and to transact business as may be delegated to them by the Board. Committees shall report to the Board and shall not have the authority to bind the Board.

## **VII. Meetings of Members**

1. The Annual General Meeting of the organization must be held within four months of the end of each fiscal year, as determined by the Board.

2. General Meetings other than the Annual General Meeting may be called at the discretion of the Board 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.
3. 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 Board and three members who are not on the Board.
4. Only members in good standing shall make or vote on motions.
5. Voting shall be conducted by a show of hands, except when a ballot 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.
6. If the facilities are available, members may participate in a general meeting by telephone or other communications facility to permit all persons participating in the meeting to hear or communicate with each other. Members participating by electronic means may participate in votes requiring a ballot as long as an appropriate mechanism for balloting is implemented, as approved by the Board. Any approved mechanism must enable the votes to be gathered in a manner that permits the tallied votes to be presented to the Council without it being possible for the Council to identify how each member voted. A meeting may only be held entirely by electronic means if an approved mechanism for balloting is in place.  
\*Government of Saskatchewan Order in Council OC222-2020 has further amended the Non-Profit Corporations Act to allow for virtual and teleconference AGMs.
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 Board. The Board will approve procedures for financial control.
2. The fiscal year of the organization shall end on March 31st or as otherwise determined by the Board.
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 Board 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 President, Vice-President, Treasurer, and the Executive Director. At least two individuals with

signing authority must sign contracts and other documents committing the financial resources of the Council, unless otherwise authorized by the Board.

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. Signing authorities for these accounts will be designated by resolution of the Board.
7. No monies shall be paid to members of the Board or any other Committee for their services on the Board or any other Committee other than compensation for travel and sustenance while on Council business and at rates approved by the Board. This does not preclude any Board 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 Board.
2. The Provincial Archives of Saskatchewan shall be the official repository of the archival records of the Council.

## **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 Executive Director. Proposed changes shall be circulated to the membership no fewer than 15 days prior to the meeting at which the amendments shall be considered.