



# **La Société généalogique du Nord – Ouest**

## **BY-LAWS AND REGULATIONS**

### **OF THE**

## **SOCIÉTÉ GÉNÉALOGIQUE DU NORD-OUEST**

	<h1>SGNO</h1>	
<b>BY-LAWS OF THE SOCIÉTÉ GÉNÉALOGIQUE DU NORD-OUEST</b>		

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## Authorization sheet for By-Laws

<b>Signatures of four members of the Board of Directors</b>	
<p>_____</p> <p><b>Paul Pelchat</b> President</p>	<p>_____</p> <p><b>Denise Hébert</b> Vice-President</p>

<b>Signed February 28, 2020</b>	
<p>_____</p> <p><b>Elisabeth St-Onge</b> Secretary</p>	<p>_____</p> <p><b>Dorianne Vincent</b> Director</p>

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## 1. INTRODUCTION

### 1.1. General terms and definitions

- 1.1.1. Gender: The masculine form used in this document covers both the masculine and the feminine.
- 1.1.2. Director means an elected member of the Board of Directors.
- 1.1.3. Board is the Board of Directors of the Society.
- 1.1.4. Salon Normand-Lefavre is the social seat of the Society and its library. (see also 2.5.1)
- 1.1.5. Sources et Ressources is the newsletter of La Société généalogique du Nord-Ouest.
- 1.1.6. SGNO is the acronym for Société généalogique du Nord-Ouest.

### 1.2. THE SOCIETY

- 1.2.1. The Society was incorporated under the name Société généalogique du Nord-Ouest (North-West Genealogical Society) also known by its acronym SGNO or La Société.
- 1.2.2. The Society's offices are located in the Edmonton metropolitan area, at an address to be determined by the Board of Directors.
- 1.2.3. The Society may choose a logo or symbol to identify itself publicly; such a symbol could be used:
  - 1.2.3.1. in the corporate seal of the Society, if it so desires. Such a seal would identify and authenticate the official acts and the publications of the Society; besides the logo, the seal would contain the following inscriptions: Société généalogique du Nord-Ouest, Edmonton, Alberta, the acronym SGNO, and the date of incorporation of the Society, 1991.
  - 1.2.3.2. in the Society's correspondence and in any publicity made for the Society.
  - 1.2.3.3. this seal shall be kept and used by the secretary.

## 2. MEMBERSHIP IN THE SOCIETY

- 2.1. Categories of membership - There are four categories of members: regular member, associate member, honorary member, and member emeritus.
  - 2.1.1. **Regular member**: Any person interested in genealogy may become a regular member of the Society upon a written request and upon acceptance of the Board. To be considered an active member, this person must pay the annual fee and be ready to respect the rules and regulations of the Society and all other conditions of admission decreed by the Board. The regular member will receive the newsletter "Sources et Ressources" and has the right to vote.
  - 2.1.2. **Associate member**: The associate member shares the address of a regular member. His fee is determined by the Board. He submits to the same obligations and enjoys the same rights as the regular member, but he does not receive the newsletter "Sources and Resources". The associate member will receive the same membership number as the regular member living at the same address. There should not be more than one associate member at the same address.

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2.1.3. **Honorary member:** The Board of Directors may, by resolution, designate any individual, corporation or organization as worthy of becoming an honorary member of the Society. Such honorary members do not pay any annual dues. They can attend, but not vote at Society meetings and are ineligible for election to the Society's Board of Directors.

2.1.4. **The member emeritus:** This is a life-long title that can be given by the Board to any person, member or not of the Society, in gratitude for exceptional services rendered to the Society or because of the remarkable quality of his genealogical works. This title must remain of a very high and rare distinction. The member emeritus enjoys the same rights as an honorary member.

### 2.2. Membership card and certificate

2.2.1. The Society issues, in the form and in the conditions determined by the Board, a membership card to all persons who have fulfilled the established conditions to become a regular member, an associate member, an honorary member or a member emeritus.

2.2.2. The Society issues in the form and in the conditions determined by the Board, a certificate of gratitude to a member emeritus.

### 2.3. Address

2.3.1. A member must give the Society his complete postal address and inform the Board of any change. A member who neglects to do will not receive the newsletter "Sources et Ressources" until he corrects this error. The member who gives his email address to the Society accepts that the Society will transmit by this method its notices and other official communiqués instead of by regular mail. A member has access to his information collected by the Society and to the list of members under the conditions determined by the Board.

### 2.4. Membership and Annual Fees

2.4.1. The amount claimable to become a member of the Society is established by the Board and is required annually from January 1<sup>st</sup> to December 31<sup>st</sup>.

2.4.2. A member who has paid his fee is a member according to the law.

2.4.3. A member who neglects to pay his annual fee loses his rights and privileges within the Society.

2.4.4. A person having neglected to pay the fee during a period of one (1) year or more will find his former membership number upon renewal.

2.4.5. The dismissal of a member or the death of one does not give the right of fee reimbursement.

2.4.6. Rights and titles within the Society cannot be transferred.

### 2.5. Member Obligations

2.5.1. A member must become aware of the rules and regulations of the Society, which can be found on the internet site of the Society and at the Salon Normand-Lefavre.

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- 2.5.2. A member must respect the rules of the Society and abide by its code of ethics. (Regulations 2.0)
- 2.5.3. Resignation — Any member may resign by giving a written notice to the secretary of the Society. This resignation will take effect upon the Board's acceptance.

2.6. Suspension or Expulsion

- 2.6.1. The Board can suspend for a period deemed necessary or permanently expel any member who infringes some part of the rules of the Society or whose conduct or activities are judged prejudicial or detrimental to the Society. The decision of the Board is final and without recourse. To this end, the Board can follow the procedure it chooses, but not without having secured the right of the said member to be heard. Any member may by a resolution of the Board lose his privileges within the society if he does not adhere to its ethical code. (Regulations 2.0)

**3. MEETINGS OF THE SOCIETY**

3.1 Annual General Assembly

- 3.1.1. Each year there shall be an annual meeting of the Society to:
  - 3.1.1.1. review the preceding year's activities;
  - 3.1.1.2. make the necessary revisions to the bylaws;
  - 3.1.1.3. elect new members to the Board of Directors;
  - 3.1.1.4. consider other matters as specified in the notice of convocation.
- 3.1.2. The annual meeting must be held within 90 days of the end of the previous year's fiscal end which is September 30.
- 3.1.3. The convocation to the meeting is to be done in writing, by publication in Sources et Ressources, the Society's newsletter, or by any other means prescribed by the Board.
- 3.1.4. The notice of the Annual General Assembly must be made at least (21) days prior to the meeting.
- 3.1.5. The notice must indicate the site, the date, the time and the items to be discussed at the meeting.
- 3.1.6. At least 11 active members (present or represented by proxy) are required to establish a quorum for annual and special meetings; such a quorum must persist throughout the meeting.
- 3.1.7. Any active member present at the annual/special meeting may vote on any motion presented at the meeting. Voting shall take place by a show of hands or by proxy; however, at the request of at least 5 members, voting may be held by secret ballot. A simple majority is required to decide the matters under discussion.
- 3.1.8. The president is chairperson of such meetings; he may also designate another active member of the Society to preside.

3.2. Special General Meeting

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- 3.2.1. Special meetings may be called to deal with serious or urgent business such as changes to the Bylaws.
- 3.2.2. Such meetings may be called by the president, the Board of Directors or a group of at least 10 active members of the Society.
- 3.2.3. The secretary, chairperson or designated person shall, without delay, notify all active members at least 21 days before the date scheduled for the meeting noting the reason for the meeting and the issues to be discussed.
- 3.2.4. Eleven active members are required at the special meeting to constitute a quorum. The quorum must exist during the entire meeting.
- 3.2.5. The president of the Society presides at special meeting or he designates a chairperson for the meeting.

**3.3. Regular meetings of the Board of Directors**

- 3.3.1. Regular meetings of the Board will be convened by the secretary, president or 3 members of the Board at least 5 times per year. Normally, the Society's activities cease during the months of July and August.
- 3.3.2. The presence of (4) board members constitutes a quorum for these meetings.
- 3.3.3. All active members wishing to attend are welcome.
- 3.3.4. The meeting date as well as the time and subjects to be discussed will be announced at least one week in advance and preferably by email.
- 3.3.5. Voting at regular meetings shall be restricted to members of the Board except for the election of board members or amendments to the Bylaws. These will be held at the Annual General Assembly or by the convening of a Special Meeting. (See article 3.2)
- 3.3.6. A simple majority suffices for decisions to be taken.
- 3.3.7. The president shall vote only in case of a tied vote.

**4. THE DIRECTORS OF THE SOCIETY**

**4.1. Board of Directors:**

- 4.1.1. The Society is governed by a Board of Directors numbering a maximum of eight active members who are elected at annual general meetings for a term of three years. There will also be a volunteer representative, with the right to vote and duly chosen by the volunteers for a one-year mandate. All volunteers, including members of the Board of Directors, must accept that the French language is used in most oral and written communications.
- 4.1.2. The Board will have the authority to:
  - 4.1.2.1. fill vacant positions on the Board in order to complete the term or until the next Annual General Assembly, dependent on which comes first.

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- 4.1.2.2. dismiss a member of the Board for reasons identified in article 2.6.1 of the Bylaws.
- 4.1.2.3. appoint committees as the Board deems necessary: however, it will always be necessary to appoint a Nomination Committee to fill vacant positions within the Executive (see article 4.2.1).

4.2. Nominations:

- 4.2.1. Each year, no later than September, the Board of Directors shall choose two active members who do not sit on the Board of Directors to be a Nominations Committee for the forthcoming annual general meeting.
- 4.2.2. This committee's mandate is to find a slate of candidates required for the next annual general meeting.
- 4.2.3. Individual active members endorsed by three other active members may also present themselves as candidates for the election.

4.3. Elections.

- 4.3.1. At the annual general meeting, the chairperson of the nominations committee reports on the slate of those having accepted to let their names stand as candidates, ask if there are further nominations or candidates who wish to present themselves, then brings the nomination process to a close.
- 4.3.2. If there are more candidacies than posts vacant on the Board of Directors, he will direct that the required number of directors be elected from among the candidates.
- 4.3.3. After the closure of the voting period, the Nominations Committee counts the votes. The president of the Committee informs the assembly of the identity of the elected candidates without indicating the numbers received for each delegate. In situations where the results are equal for the one or more positions, a second vote will be held. The president of the Committee hands over to a member of the Board his report and the documents received from the candidates. He then destroys the ballots.
- 4.3.4. Each of the two members on the Nomination Committee has the right to accept a position on condition that he has been nominated by at least two active members during the Annual General Assembly.

4.4. Vacancy on the Board:

- 4.4.1. The position of a director becomes vacant if this person has not been present at three consecutive meetings of the Board without a valuable reason, or resigns, or becomes incapable, or dies, or does not fulfill the necessary conditions to occupy his position or who has abandoned it.
- 4.4.2. A director can resign from his position by giving written notice of this situation to the secretary of the Board. The resignation takes effect upon the acceptance of the Board.
- 4.4.3. The Board can fill all vacant positions by nominating a person qualified and suited to sit on the Board. This person assumes the same role as the one he replaced until the next Annual General Meeting.

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4.5. First regular meeting of the Board of Directors

4.5.1. After the annual general meeting, at its first regular meeting, the Board of Directors shall choose from among its members, an Executive Committee composed of a president, a vice-president, a secretary and a treasurer.

4.5.2. These officers attend scheduled meetings (i.e. Board meetings, special meetings, and the annual general meeting) and direct the daily operations of the Society between the regular meetings of the Board.

4.5.2.1. The President:

- is the chief executive officer of and spokesperson for the Society and assures the same good administration;
- exerts the authority necessary for the good functioning of the Society;
- presides over the sessions of the Board as well as the general assemblies of all members;
- in the case of a tied vote at any scheduled meeting, casts the deciding ballot;
- sees to the execution of the Board's decisions;
- signs the documents requiring his signature;
- fulfills all the duties inherent to his position and exerts all powers and missions which could be given to him by the Board;
- is an ex officio member of all Board committees except the Nominations Committee;
- presents the president's report to the membership at the annual general meeting

4.5.2.2. The Vice-president:

- assumes the president's chair and other functions in the absence of the president;
- is a signing officer for the Society;
- may be assigned other special duties by the Board of Directors.

4.5.2.3. The Secretary:

- is responsible for taking the Minutes of all meetings;
- after adoption of the Minutes, signs them jointly with the Chairperson or President
- calls the annual and special meetings of the Society and the regular meetings of the Board of Directors;
- prepares, together with the president, the agenda for such meetings;
- guards with due diligence, the archives of the Society;

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- opens all correspondence addressed to the Society and directs it to appropriate officer or director;
- assumes the president's chair and duties when both president and vice-president are absent;
- at the end of his mandate, deposits all secretarial files and papers in the archives of the Society.

4.5.2.4. The Treasurer:

- is a signing officer for the Society;
- receives all payments and donations made to the Society;
- makes all payments authorized by the Board of Directors or the Executive Committee;
- makes a report of the Society's finances whenever this is required by the Board of Directors;
- at the end of his mandate, files a complete dossier of the current financial affairs of the Society in the archives of the Society.

4.5.2.5. Volunteer representative

- is the spokesperson for all the volunteers who keep the Salon Normand-Lefavre open;
- annually revises the Volunteers' Manual with the help of his group;
- establishes the schedule for the volunteers who keep the Salon Normand-Lefavre open;
- keeps an up-to-date list of the active members of the Society;
- invites the members by email or by regular mail to renew their membership before the end of the current year.

4.5.2.6. The Editor of the « Sources et Ressources » newsletter

- works with his team;
- assures an edition for each three-month period: February, May, September and December;
- with his team, decides on the content of each newsletter;
- sees to the revision of the final print of the newsletter before publication.

4.5.2.7. Directors

- assume those duties and tasks assigned to them by the Board of Directors.

4.5.2.8. Assistant-Directors:

- Other assistant-directors may be chosen by the Board of Directors to assume specific tasks for the Society, for example, to oversee a project, to conduct the audit of the books

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of the Society, to serve as recording secretary for the Society meetings, etc. Such assistants shall have voice and vote in those deliberations touching on the tasks that have been assigned to them.

## 5. FINANCIAL PROVISIONS

### 5.1. The fiscal year

5.1.1. The Society fiscal year runs from October 1 to September 30.

### 5.2. Accounts

5.2.1. The Board of Directors shall entrust the books and financial records of the Society to the treasurer or to another person under the supervision of the treasurer.

5.2.2. All revenues and expenses, all financial transactions of the Society, as well as its assets and liabilities are to be recorded therein.

5.2.3. The account books of the Society shall be made accessible to all active members of the Society upon request to the treasurer or to the Board of Directors.

### 5.3. Audit of the Society's annual financial report.

5.3.1. The final report of the Society shall be audited annually by an accredited accounting firm before the annual general meeting.

### 5.4. Monies received

5.4.1. All monies received by the Society shall be deposited, in the name of the Society, with a local bank or financial institution chosen by the Board of Directors.

### 5.5. Disbursements

5.5.1. Normally, all expenses of the Society for goods and services shall be paid by bank cheque.

### 5.6. Expenses

5.6.1. The approval of the Board of Directors is required for all expenses exceeding \$200.00.

### 5.7. Loans

5.7.1. The Society is not authorized to lend monies or to take out a loan for itself at any time.

### 5.8. Remuneration

5.8.1. The Directors of the Society may not receive any remuneration for their work on the Board. However, the Board may, by bylaw, refund any expenses incurred for work or travel specifically at the request of the Society.

### 5.9. Signatures

5.9.1. Two authorized signatures are required on all cheques, bills of exchange, notes and other negotiable documents presented in the name of the Society.

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### 6. OTHER CONSTITUTIONAL PROVISIONS

#### 6.1. Amendments to the Bylaws and Regulations:

- 6.1.1. Amendments or revisions to the current bylaws and regulations may be proposed to the annual general meeting upon recommendation of the Board of Directors, by a special resolution of the members, or at the summons of a special meeting.
- 6.1.2. Changes may be proposed by the Board of Directors or upon written request from a group of 12 active members of the Society.
- 6.1.3. All active members of the Society shall be advised, in writing of such proposed changes at least 21 days before the annual general meeting.
- 6.1.4. Changes and amendments require the approval of three quarters (3/4) of the active members of the Society present at the meeting (see 6.1.1.).

#### 6.2. Dissolution of the Society:

- 6.2.1. In the event of the Society should have to be dissolved, the just debts of the Society shall be paid, articles returned to their rightful owners. Remaining possessions of the Society shall be entrusted to another non-profit cultural organization in the metropolitan Edmonton area whose aims and purposes are similar to those of the Société généalogique du Nord-Ouest.

#### 6.3. Other activities:

- 6.3.1. At least five times per year, the Board will normally hold an activity for its members and / or the general public e.g. open house, workshops, conferences et al.

#### 6.4. Official language:

- 6.4.1. French shall be the official language of communication, as much as is possible, for all deliberations or meetings of the Société.

#### 6.5. Official text of the Bylaws and Regulations

- 6.5.1. The English text of the bylaws and regulations shall be considered the official text of the Society.
- 6.5.2. The French version of the bylaws and regulations must align with the English version.

### 7. Application of these Bylaws and Regulations

- 7.1. These bylaws and regulations supersede and replace all amendments and previous bylaws and regulations
- 7.2. These bylaws and regulations and future amendments will be in effect once they have received an affirmative approval from its members as to article 3.1.1 of the bylaws and other legal requirements.

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