

Article 1 – Preamble

1.1 The name of the society is the Iranian Heritage Society of Edmonton, which may also be known or referred to as the IHSE or the Iranian Society.

1.2 The English version of these bylaws are the true interpretation, and all other versions are strictly a reference.

1.3 The following articles set forth Bylaws of the Iranian Heritage Society of Edmonton.

Article 2 – Defining and Interpreting the Bylaws

2.1 In these Bylaws, the following words have these meanings:

2.1.1 "**Act**" means the Alberta Societies Act, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

2.1.2 "**Board**" means the board of directors of the Society and "director" means a member of the board;

2.1.3 "**Bylaw**" means this by-law and any other bylaw of the Society as amended and which are, from time to time, in force and effect;

2.1.4 "**Meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

2.1.5 "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;

2.1.6 "**Special resolution**" means:

(i) a resolution passed

(A) at a general meeting or special meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and

(B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,

(ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or

(iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

2.1.7 “**Society**” means Iranian Heritage Society of Edmonton;

2.1.8 “**Board First Meeting**” means the first meeting between board of directors after the Annual General Meeting.

2.1.9 “**External accounting firm**” a professional accounting firm pursuant to the Chartered Professional Accountants Act.

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 Corporations: words indicating persons also include corporations.

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

Article 3 – Membership

3.1 Classification of Members

There are two (2) classes of members:

(i) Class A

(ii) Class B

Every member must uphold and must comply with these bylaws. Only members in good standing are entitled to the voting rights described below. A member in good standing is one who is not in arrears on membership or other fees, and who is not suspended in accordance with these bylaws.

3.2 Class A – also known as “Individual Members”

3.2.1 Individual membership in the Society is open to individuals who are:

a. resident within Alberta, and;

b. interested in furthering the objectives of the Society.

3.2.2 To become an individual member, an individual must pay the annual membership fees and complete the membership signup form.

3.2.3 Individual members shall be subject to annual renewal.

3.2.4 Individual members who are 18 or older have the right to one vote at all meetings of the members of the Society.

3.3 Class B – also known as “Honorary Members”

3.3.1 An honorary membership is available to individuals with no age limitation.

3.3.2 Honorary memberships can be given to any individual at the board’s discretion.

3.3.3 While Honorary Memberships shall be subject to annual review, extensions to Honorary Memberships can be given at the board’s discretion.

3.3.4 Honorary members may attend all member’s meetings and provide feedback and questions during them. However, they are not entitled to vote at any meetings.

3.4 Termination of Membership

A membership in the Society is terminated when:

a. the member resigns;

b. the member is expelled;

c. the member's term of membership expires; or

d. the Society is liquidated and dissolved under the Act.

3.5 Suspension and Expulsion of Members

Any member may be expelled for the current term as follows:

3.5.1 By a vote of 75% of the votes cast at a Members’ General Meeting.

3.5.2 The board shall have authority to suspend or expel any member from the Society for any of the following grounds:

a. violating any provision of the articles, bylaws, or written policies of the Society;

b. carrying out any conduct which may be detrimental to the Society as determined by the board;

3.5.3 In the event that the board determines that a member should be expelled or suspended from membership in the Society, the president or any executive officer as designated by the board shall provide twenty (20) days’ notice of suspension or expulsion to the member with reasons for the proposed suspension or expulsion. The member may either:

a. Voluntarily rescind their membership by submitting their intention to do so in writing or;

b. provide a written submission of appeal to the advisory council in response to the notice received within such twenty (20) day period.

3.5.4 If no written submission is received, the president or any executive officer as designated by the board may proceed to notify the member that they are suspended or expelled from membership in the Society.

3.5.5 If a written submission is received in accordance with this section, the advisory council will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The advisory council's decision shall be final and binding on the member, without any further right of appeal.

3.6 Resignation of Members

3.6.1 A member may rescind their membership by submitting their intention to do so in writing, electronically or by print. The end of the membership shall be effective immediately or at a future date, as stated by the member.

3.7 Term of Membership

3.7.1 The membership term is September 1st to August 31st in each year. An individual can choose to become a member at any point during the term, however the membership will always be up for renewal as of August 31st

3.8 Membership Dues

3.8.1 The board of directors annually decides and determines the amount of Annual Membership Fees for all the categories of the Society’s membership.

3.8.2 Members shall be notified in writing (letter or electronically) of the membership dues at any time payable by them and if any are not paid the members in default shall automatically cease to be members of the Society.

3.8.3 Membership dues are none refundable, unless otherwise determined by the board.

Article 4 – Advisory Council

4.1 The advisory council shall consist of 5 elected members who serve 5-year terms. The advisory council shall be elected at the annual general meeting and a member of the council may not be removed. In the resignation of an advisory council member, members may elect a new member of the council at the following annual general meeting, to fulfill the remainder of that position’s term.

4.2 The objective of the advisory council is to address complaints against the board. They may also provide the board direction in the board’s undecided matters. The board may propose, through a special resolution, the advisory council to assist in the governance of the Society at the request of two (2) or more directors or at least ten (10) members of the society.

4.3 The advisory council’s meetings are carried out in accordance with the council members’ consensus preferences and are not subject to the requirements for other meetings as it relates to notice requirements or attendance.

4.4 The advisory council may provide remarks at a special or general meeting of the Society but is not intended to arbitrarily interfere in the administration of the Society. Although the council has no voting powers (besides that of regular membership), they may suggest a specific action by the membership or the board. Failure to proceed with a unanimous request or unanimous suggestion by the council shall result in a special meeting.

4.5 The advisory council may not consist of any members from the board; all advisory council members must have been IHSE Board Members for at least two years.

Article 5 – Meetings of the Society

5.1 Quorum

5.1.1 Quorum at any general meeting of the members shall be twenty (20) percent of the members entitled to vote at the meeting. If a meeting has begun with quorum, the members present may proceed with the business of the meeting even if the remainder of the meeting does not have quorum.

5.2 Annual General Meeting

5.2.1 The Society shall hold its Annual General Meeting no later than 31 days after the end of the fiscal year of the Society, in Edmonton, Alberta.

5.2.2 The Board sets the place, day, and time of the meeting. The Secretary mails, emails, or delivers a notice to each member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date, and time of the Annual General Meeting, and any business requiring a Special Resolution.

5.2.3 The Annual General Meeting deals with the following matters:

a. Adopting the agenda;

b. Adopting the minutes of the last Annual General Meeting;

c. Considering the President’s report;

d. Presenting the financial statements of the Society;

e. Appointing the auditors;

f. Electing the Directors of the Board;

g. Considering matters specified in the meeting notice;

h. Other specific motions that any members have given notice of before the meeting is called.

5.2.4 The Board must assign member/s to an “Election and Advisory Committee” to facilitate the election/voting process prior to the election at the Annual General Meeting from individual/s present at the Annual General Meeting. The committee will then be dissolved once the election has ended.

5.2.5 Elections for Directors of the Board shall proceed as follows:

5.2.5.1 One person shall be elected for role of president via majority of members at the AGM. All other nominees for the role may then be considered for other board positions.

5.2.5.2 Elections for other executive officers are only necessary if there is a vacancy or an officer is reaching the end of their two-year term. Otherwise, only elections for directors are necessary.

5.2.5.3 There shall be one more candidate than roles during elections. One vacancy requires two candidates, two requires three, and three requires four.

5.2.5.4 Voting for these positions is done via approval voting. Members list the candidates they are voting for, once for executive officers and once for other directors. Members may only list names equal to the number of positions to be filled.

5.2.5.5 If no members are nominated for the role of president at the AGM, elections shall proceed as follows:

(i) The elections for the remaining executive officers as well as other board positions shall continue uninterrupted.

(ii) The president position remains vacant until the first meeting, where the board then votes on the member seen best fit for the position amongst the board members.

(iii) The elected president previous position then becomes vacant, and may be filled in accordance with section 6.2.2

5.3 Special Meetings

5.3.1 Special meetings may be called by:

a. a resolution of the Board of Directors to that effect;

b. the written request of at least four (4) directors. The request must state the reason for special meeting and motion(s) intended to be submitted at this special meeting; or

c. the written request of at least 20% of the voting members. The request must state the reason for the special meeting and the motion(s) intended to be submitted at such Special Meeting.

5.3.2 Notice of a special meeting shall be sent by the Secretary by mail or e-mail to each member at least twenty-one (21) days before the special meeting. This notice must state the place, date, time, and purpose of the special meeting.

5.3.3 Only the matter(s) set out in the notice for the special meeting are considered at the special meeting.

5.3.4 Any special meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

5.4 Proceedings at Meetings

5.4.1 General meetings of the Society are open to the public. A majority of the members present may ask any persons who are not members to leave.

5.4.2 If a meeting fails to reach quorum within 30 minutes of the set meeting time, the board shall cancel the meeting. If cancelled, the meeting is rescheduled for one (1) week later, without a requirement for quorum.

5.4.3 The president chairs every meeting of the society. The vice-president chairs in the absence of the president.

5.4.4 If neither the president nor the vice-president are present within 30 minutes after the set start time for the general meeting, the members present choose one (1) of the directors to chair the meeting.

5.4.5 The President may adjourn any general meeting with the consensus of the members present. The adjourned general meeting conducts only the unfinished business from the initial Meeting. No notice is necessary if the general meeting is adjourned for less than thirty (30) days. 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.

5.4.6 Voting

5.4.6.1 Each voting member has one (1) vote. Voting is conducted by a raising of hands, or by ballot if requested by a minimum of five (5) voting members.

5.4.6.2 A member may vote on behalf of one (1) other voting member as long as the absent voting member has notified the board prior to the vote taking place.

5.4.7 A unanimous resolution signed by each voting member, in lieu of meeting, is of the same effect as a resolution passed by a vote at a meeting.

Article 6 - The Governance of the Society

6.1 Board of Directors

6.1.1 The Society is ordinarily managed by at most seven (7) directors, of whom a majority shall satisfy quorum requirements for board meetings.

6.1.2 The board may hire a paid administrator from time to time to carry out management functions under the direction and supervision of the board, except for those that cannot be delegated in accordance with law.

6.1.3 The Board consists of: Four Executive Officers; the president, the vice-president, the secretary, the treasurer, and three other directors.

6.1.4 The president shall be elected for a one-year term and chosen at the AGM. Other executive officers shall be elected for a two-year term, and the remainder of the directors shall be elected for a one-year term. Offices for executive officers and directors shall be determined by the board at the first meeting after being elected.

6.1.5 The following persons are disqualified from being a Director:

a. A person who is not a member of the Society;

b. A person who is less than 18 years of age;

c. A person who is not an individual;

d. If the Society is a registered charity, “ineligible individuals” as defined in the Income Tax Act;

6.2 Resignation, Death or Removal of a Director

6.2.1 A Director, including the president, may resign from office by giving thirty (30) days’ notice in writing to the board of directors. The resignation takes effect either at the end of the thirty days’ notice, or on the date the board accepts the resignation.

6.2.2 If there is a vacancy on the board, the remaining Directors may appoint a member in good standing to fill that vacancy up to the following annual general meeting. This vacancy shall be filled, preferentially, with candidates from the previous AGM election, selected respectively by the number of votes.

6.3 Meetings of the Board

6.3.1 Meetings of the board may be called by the president, vice-president or any two (2) directors at any time.

6.3.2 Notice of the time and place for the holding of a meeting of the board shall be given in no less than five (5) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if no objections are cast to the holding of the meeting.

6.3.3 A majority of the directors present at any board meeting is quorum. If there is no quorum, the president adjourns the meeting to, preferably, the same time, place, and day of the following week. At least three (3) directors present at the later meeting constitutes a quorum.

6.3.4 Each director, including the president has (1) vote. The president has a second casting vote in the case of tie vote.

6.3.5 Meetings of the board are open to the members of the Society, but only directors may vote. Members are only permitted to participate in a discussion when invited to do so by the board. A majority of the directors present may ask any other members, or other persons present, to leave.

6.3.6 Attendance through digital means shall be considered as ordinarily present for the meeting.

6.3.7 Irregularities or errors done in a good faith do not invalidate acts done by any meeting of the board.

6.3.8 At all meetings of the board, every motion shall be decided by a majority of the votes cast on it.

6.4 Meetings Following an Annual General Meeting

6.4.1 The Board shall set a meeting no later than twenty-one (21) days following the Annual General Meeting.

6.4.2 During the first board meeting the board must designate the officers of the Society.

6.4.3 The board must send a notice to all class A members electronically or by mail no later than thirty (30) days after the first board meeting.

The notice must state:

a) The name of officers of the Society;

b) Their roles;

c) Confirmation on submitting and filing AGM reports including:

i) Annual financial report;

ii) Changes in directors of the organization;

iii) Amendments in the bylaws;

iv) Other incorporating documents with the Corporate registry, as well as all other annually required submission under the Act;

d) If the Society is a registered charity, confirmation on required document submission as defined in the Income Tax Act;

Article 7 - Officers of the Society

7.1 Appointment of Officers

The board must designate the offices of the Society, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Society. A director may be appointed to any office of the Society. An officer must be a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

7.2 Description of Offices

7.2.1 The President

a) Supervises the affairs of the Board,

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

c) Acts as the spokesperson and main representative on behalf of the Society; and

d) Carries out other duties assigned by the Board.

7.2.2 The Vice President

a) Presides at meetings in the President’s absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting.

b) Replaces the President at various functions when asked to do so by the President or the Board;

c) Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry;

d) Chairs the Heritage Festival Committee; and

e) Carries out other duties assigned by the Board.

 7.2.3 The Secretary

a) Attends all meetings of the Society and the Board;

b) Keeps accurate minutes of these meetings;

c) Has charge of the Board’s correspondence with members;

d) Makes sure a record of names and addresses of all Members of the society is kept;

e) Makes sure all notices of various meetings are sent within the agreed timeframe;

f) Is responsible for membership matters and associated membership ID cards;

g) Keeps the Seal of the Society; and

h) Carries out other duties assigned by the Board.

7.2.4 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 annual fees are collected and deposited;

d) Makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting; and

e) Carries out other duties assigned by the Board.

7.2.5 Other Directors

With exception to the four (4) Directors which are officers, there are three (3) Directors that are to hold positions that best serve the objective of the Society. The board may choose a position for each director as needed to fulfill the objectives, including, but not limited to:

Director of Communication and Public Relations;
Director of Arts and Culture;
Director of Events;
Director of IT;
Director of Commerce and Donations

The roles and responsibilities of directors are also referenced in the suggested practice guide, the IHSE directors operating manual.

Article 8 – Committees

8.1 The following committees must be appointed by the board no latter than ten (10) days after their first board meeting. The committees are as follows:
 a) Heritage Festival committee

 b) Social media committee

 c) Newcomers committee

 d) Events committee

Members of these committees are not all required to be members of the board, however there must be always a minimum of one (1) board member on each committee.

The roles and responsibilities of these committees are also referenced in the suggested practice guide, the IHSE committees operating manual.

8.2 The board may, from time to time, appoint any committee, in addition to the listed committees in these bylaws as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to applicable regulations and the board. Committee members may be removed by resolution of the board.

Article 9 – Finance and Other Management Matters

9.1 Financial Year End

9.1.1 The financial year end of the Society shall be August 31 in each year.

9.2 Signing Authority

9.2.1 The designated Officers of the Board (normally Treasurer, President, and Vice President) sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques, banking, and other financial documents. Primary signing authorities are president and treasurer. Secondary will be vice president and treasurer.

9.3 Borrowing

9.3.1 The society may borrow or raise funds to meet its objects and obligations. Any amount exceeding twenty percent of the society’s current cash balance must be approved by Special Resolution.

9.4 Remuneration

9.4.1 No Member, Director or Officer of the Society receives any payment for their services as a Member, Director, Officer and President of Committees. Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

9.5 Investment

9.5.1 The board of directors has a fiduciary responsibility to protect the assets of the Society and ensure that operations and activities use the assets to further the Organization’s objective.

9.6 Protection and Indemnity of Directors and Officers

9.6.1 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, negligence, dishonesty, or bad faith.

9.6.2 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 Society 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.

9.6.3 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.

9.7 Banking Arrangements

9.7.1 Banking must be carried out at a registered financial institution within Canada. If reasonably practicable, any changes to the institution shall be done so by resolution at a special or general meeting of the Society.

9.8 Auditing

9.8.1 A financial statement must be prepared within thirty (30) days of the end of the fiscal year.

9.8.2 The books, accounts, and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members as selected by members at the Annual General Meeting. A complete financial report for the previous year shall be submitted by the auditor(s) at the Annual General Meeting of the society.

9.8.3 The books and records of the society may be inspected by any member of the society any time with reasonable notice. Reasonable notice shall be determined by the officers of the society and may not be less than seven (7) days but must not exceed thirty (30) days. Each member of the Board shall have reasonable access to the books and records of the Society.

9.9 Procurement Practices

9.9.1 The society may spend funds to meet its objects and obligations, and any funds spent must be done with the society’s best interests in mind. Spending within the society is to be regularly reviewed by board members, and the complete financial report for the previous year made available at the AGM is to be made public on the IHSE website.

9.9.2 IHSE may from time to time require contract-based work to meet its objectives. When deciding on the best contract options, the board shall make a public announcement to its members, informing them of the possibility for the contract opportunity, at which point the board will give a minimum of one week for members to respond. The board shall then consider all members who showed interest when making their decision on who is awarded the contract.

9.9.3 IHSE operates on the procurement practice of transparency. Members at any time may request to review a detailed account of revenues and expenditures, as made available by the Treasurer within a reasonable timeframe (minimum one week from member request date).

Article 10 – Amending the Bylaws

These Bylaws may be amended by a Special Resolution at any Annual General or special meeting of the Society. The twenty-one (21) days’ notice of the Annual General or special meeting of the Society must include details of the proposed resolution to change the Bylaws. The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or special meeting and approval by the Corporate Registry of Alberta.

Article 11 – Distributing Assets and Dissolving the Society

The Society shall not distribute its property among its Members. If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a qualified donees with objects similar to those of the Society, to be selected by ordinary resolution of the members.