



**Saskatchewan  
Archaeological  
Society**

# **Bylaws**

**Bylaws of the Saskatchewan Archaeological Society**

(Revised 1982, 1990, 1992, 1993, 1994, 1995, 1996, 1997, 1998, 2000, 2003, 2004, 2005, 2006, 2008, 2009, 2010, 2012, 2013, 2015, 2020, 2024, 2025, 2026)

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### **Section 1 - Name**

The name of the organization will be the Saskatchewan Archaeological Society (hereinafter referred to as "the Society").

### **Section 2 – Mission and Vision**

Our Mission: Connecting Saskatchewan's past to you.

Our Vision: You have a deep understanding of archaeology, recognize its value, and support the preservation of these heritage resources.

### **Section 3 - Purpose**

We support people in physical and cultural communities in stewarding archaeological heritage for our collective wellbeing.

### **Section 4 – Membership**

Membership categories shall be Individual, Family, Student, Senior, Institutional, and Honourary Life.

Membership is open to anyone upon application.

1. Honourary Life Membership may be conferred upon persons who have made noteworthy contributions to the advancement of archaeology or to the welfare of the Society. Honourary Life members are exempt from the payment of dues and are entitled to all the privileges of membership for the balance of their lives.
2. Family membership shall consist of two or more individuals in a family. Two individuals in that family may vote and hold office. The names of each person comprising the family membership must be submitted to the Society, for record purposes. A family membership shall receive only one copy of the regular publications of the Society.
3. Individual memberships shall be available to those individuals who pay dues.
4. Student membership shall be available to those who are enrolled in an educational institution.
5. Senior membership is available to those 65 years of age and over.
6. Institutional membership is available to SAS Chapters, institutions, schools and organizations and includes all Society privileges except voting rights.

### **Section 5 – Maintenance of Membership**

1. Maintenance of membership in the Society is accomplished by payment of annual dues as set by the Board, and by adherence to the Bylaws and Policies of the Society.
2. The Board may refuse to accept the membership or revoke the membership of anyone whose actions or practices are deemed non-compliant with the Bylaws and Policies of the Society.

### **Section 6 – Chapters**

Subsidiary chapters may be established within Saskatchewan by application to the Board. The purpose of the Chapter system is to foster the growth of local affiliated archaeological societies in Saskatchewan who act as local agents to further the mission, vision, purpose, and goals of the Society. They facilitate the dissemination of Society ideas and services to localities where they are not available and enlarge the SAS membership.

Chapter policies shall be consistent with those of the Society. Members of Chapters formed after September 28, 2020 must also hold membership in the Society.

### **Section 7 – Governance**

The Board shall govern the Society following the current edition of Robert’s Rules of Order Newly Revised in cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Society may adopt. The Society shall be a nonprofit organization incorporated under the Non-Profit Corporations Act of the Province of Saskatchewan and a registered Charity under the Canadian Income Tax Act. The Society Bylaws will automatically reflect changes to Saskatchewan Non-profit Corporations Act, 2022, or any successor legislation. The SAS will abide by any pertinent federal and provincial legislation. The Officers of this Society shall consist of a President, a First Vice-President, and a Second Vice-President elected from the membership at large by a majority vote at any annual meeting.

1. The Board shall consist of the Officers listed in (1), eight individuals elected from the membership at large by a majority vote at any annual meeting and the immediate Past President.
2. There shall be a minimum of seven (7) directors. A minimum of two Members at Large will be members of one or more active Chapters.
3. If a Board member becomes unable or unwilling to perform their duties in the Society, the Board may appoint a member of the Society to fulfill the responsibilities of that office until the next annual General Meeting.
4. The President may call and shall preside at all regular and special meetings of the Society and of the Board and shall exercise the customary authority of the Office. The President shall be ex-officio member of all committees of the Society.
5. The First Vice-President shall assume the duties of the President’s office during the President’s absence.
6. The Second Vice-President shall preside at meetings in the absence of the President and the First Vice-President.
7. The Audit and Risk Management Committee shall oversee the financial management of the Society.
8. The Executive and Members at Large elected at an Annual General Meeting hold office for two years.
9. The immediate Past President shall hold office for the first term of the current President.
10. No individual may hold office on the Board for more than (3) consecutive 2-year terms in the same office.
11. A Board quorum shall be a simple majority (one-half plus one).
12. Only Society members in good standing shall serve on the Board.

### **Section 8 – Indemnity of Directors and Officers**

The Society shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Society’s request as a director or officer of a body corporate of which the Society’s directors or officers are members, or of which the Society’s directors or officers are members, or of which the Society is or was a member (or a person who undertakes, or has undertaken any liability on behalf of the Society or, any such body corporate) and their heirs and legal representatives, against any liability resulting from any third party proceeding against such person (liability shall include, without limitation, judgments, fines, penalties and amounts paid in settlement) and any and all costs, charges and expenses reasonably incurred by them in respect of any civil, criminal or administrative, action or proceeding, or any appeal therefrom, to which they are made a party by reason of being or having been a director or officer of the Society or such body corporation, unless:

1. the liability is caused by the fraudulent or criminal misconduct of the director or officer; or
2. the act or omission of the director or officer that caused the liability constituted an offence against The Non-Profit Corporations Act, any other Act of Saskatchewan or any Act of the Parliament of

Canada, unless the director/officer had reasonable grounds for believing that their conduct was lawful.

3. Costs, charges and expenses, which are the subject of indemnification, shall include all direct and indirect costs of any type whatsoever including any deductible solicitor/client costs incurred by the person receiving indemnification.

Any indemnification provided for herein shall be promptly advanced to the person eligible for indemnification as the costs, charges or expenses are incurred by such person or when such person becomes subject to a liability as defined, in this section. In the event it is determined that the person is not entitled to be indemnified hereunder, the Society shall have the right to require the indemnified person to repay all amounts provided pursuant to this indemnification. The burden of proving that indemnification or advances are not appropriate is on the Society.

The Society will maintain a policy of directors' and officers' liability insurance to be put in place at the expense of the Society and/or its directors and officers as the Board of Directors may from time to time determine.

### **Section 9 - Meetings**

A general membership meeting shall be held once every year for the purpose of electing officers and members-at-large, receiving reports, appointment of an auditor and the transaction of Society business. The annual general meeting may be held in conjunction with the annual gathering. Fifteen (15) members of the Society, in addition to Board members who are present shall constitute a quorum.

Special membership meetings may be convened by the Board.

The officers separately or the entire Board together shall meet as often as necessary to conduct the Society's business and meet its objectives. Board meetings may be held at the call of the President. The President shall convene a Board meeting if requested to do so by not less than a majority of the Board members.

The President may call special meetings upon seven (7) days' notice to the Board members.

### **Section 10 – Amendments to Bylaws**

1. The Board may require that proposed amendments be presented to the Board not less than sixty (60) days before the meeting at which they will be considered by the membership.
2. Proposed amendments to these Bylaws shall be submitted in writing to the Board. Such amendments shall also be submitted to the membership at least fifteen (15) days prior to the meeting at which they will be considered by the membership.
3. A favourable vote of two thirds of the members present at a membership meeting is required for the adoption of an amendment.
4. The Board may amend the Bylaws and the amendment remains in effect until the next meeting of members, at which time if the members do not approve the amendment the amendment is not effective.

### **Section 11 – Dissolution**

In the event of dissolution of the Society, its assets, after the payment of all debts, shall be distributed to one or more Qualified Donees.