

## **CONSTITUTION**

### **Enderby & District Museum Society**

1. The name of the Society is Enderby and District Museum Society.
2. The purpose of the Society is to collect, store, preserve, interpret and display artifacts and archival material pertaining to the history of Enderby and District.

## **BYLAWS**

### **Enderby and District Museum Society**

#### **Part 1 – Definitions and Interpretation**

##### **Definitions:**

**1.1** In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society.

“**Bylaws**” means these Bylaws as altered from time to time.

“**Director**” means an individual who has been designated, elected or appointed to the board.

“**General Meeting**” means a General Meeting of the members of the Society.

“**Society**” means the Enderby & District Museum Society.

“**Special Resolution**” means a resolution passed at a General Meeting by at least 2/3 of the members present.

“**Ordinary Resolution**” means a resolution passed at a General Meeting receiving a simple majority (50%+1) of votes cast by present voting members in accordance with the Act or rules specified in the Society’s bylaws.

##### **Definitions in Act apply:**

**1.2** The definitions in the Act apply to these Bylaws.

##### **Conflict with Act or Regulations:**

**1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

#### **Part 2 – Members**

##### **Membership:**

**2.1** (a) All persons 19 years of age and older are eligible for admission as voting members.

(b) Individual memberships are defined as one voting member and family memberships are defined as two voting members.

(c) From time to time, with the unanimous consent of the Board, Life memberships can be conferred on individuals who have contributed greatly to the Society.

**Duties of members:**

**2.2** Every member must:

- a) uphold the constitution of the Society and must comply with these Bylaws;
- b) conduct themselves in such a manner as shall not be prejudicial to the interests of the Society;
- c) notify the Secretary of any changes to their contact information.

**Amount of membership dues:**

**2.3** The amount of the Annual membership dues, if any, must be determined by the Board.

**Member not in good standing:**

**2.4** A member is not in good standing if the member fails to pay the member's Annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

**Member not in good standing may not vote:**

**2.5** A voting member who is not in good standing:

- (a) may not vote at a General Meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

**Termination of membership if member not in good standing:**

**2.6** A person shall cease to be a member of the Society by:

- (a) delivering his/her resignation in writing to the secretary of the Society;
- (b) death;
- (c) being expelled; or
- (d) not paying the Annual membership fee.

**2.7** A member of this Society can be disciplined or expelled by Special Resolution. That member must be sent a written notice of the proposed discipline or expulsion, including reasons and given a reasonable opportunity to make representations to the Society concerning the proposed discipline or expulsion.

**Part 3 – General Meetings of Members  
(Includes both Annual General Meeting and General Meetings)**

**Time and place of General Meeting:**

**3.1** In addition to the Annual General Meeting, a General Meeting may also be called by the Directors or a minimum of 10% if members in good standing. The Board must give members at least two weeks notice of the date, time and place of the meeting. If 10% or more of the membership request a General Meeting, they must sign the request, state in 200 words or less the purpose of the meeting and send it to every director of the Society. After receiving the request, the Board must call the meeting within 60 days by informing the membership of the purpose of the meeting. If within 21 days after the receipt of this request, the Board has not called the meeting, the members making the request may call the meeting. Notice of the General Meeting must include the text of any special resolution to be submitted to the meeting.

### **3.2 Notice for a General Meeting:**

- a) Written notice of the date, time and location of an Annual General Meeting or General Meeting must be sent to every member at least 14 days before the meeting.
- b) A notice may be given to a member personally, by regular mail to the member at the member's registered address, or, if the member has designated an address for such purpose, by electronic mail.

### **3.3 Ordinary business at the Annual General Meeting:**

At an Annual General Meeting, the following business is ordinary business:

- (a) Call to Order
- (b) Adoption of Rules of Order
- (c) Reading and Approval of the Minutes of the Previous Meeting
- (d) Correspondence
- (e) Delegations
- (f) Consideration of any Financial Statements of the Society presented to the meeting
- (g) Business arising from the Minutes not requiring a Special Resolution
- (h) Consideration of the Reports, if any, of the Directors and Special Committees
- (i) Report of the Auditor, if any
- (j) Appointment of an Auditor, if any
- (k) Unfinished Business
- (l) New Business
- (m) Election or Appointment of Directors

### **3.4 Notice of special business:**

A notice of a General Meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Chair of the General Meeting:**

**3.5** The following individual is entitled to preside as the chair of a General Meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair:
  - (i) the president,
  - (ii) the vice-president, if the president is unable to preside as the chair, or
  - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate Chair of a General Meeting:**

**3.6** If there is no individual entitled under these Bylaws who is able to preside as the chair of a General Meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required:**

**3.7** No business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must be conducted at a General Meeting unless a quorum of voting members is present.

**Quorum for Annual General Meetings and General Meetings:**

**3.8** The quorum for the transaction of business at a General Meeting is 3 voting members or 10% of the voting members, whichever is greater.

**Lack of quorum at commencement of meeting:**

**3.9** If, within 30 minutes from the time set for holding a General Meeting, a quorum of voting members is not present:

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

**If quorum ceases to be present:**

**3.10** If, at any time during a General Meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

**Adjournments by chair:**

**3.11** The chair of a General Meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

**Notice of continuation of adjourned General Meeting:**

**3.12** It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted at a continuation of an adjourned General Meeting except that, when a General Meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

**Order of business at General Meeting:**

**3.13** The order of business at a General Meeting is as follows:

(a) elect an individual to chair the meeting, if necessary;

(b) determine that there is a quorum;

(c) approve the agenda;

(d) approve the minutes from the last General Meeting;

(e) deal with unfinished business from the last General Meeting;

(f) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

(g) terminate the meeting.

**Methods of voting:**

**3.14** At a General Meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before such a vote, 10% or more voting members present at the meeting request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

**Announcement of result:**

**3.15** The chair of a General Meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

**Proxy voting not permitted:**

**3.16** Voting by proxy is not permitted.

**Matters decided at General Meeting by ordinary resolution:**

**3.17** A matter to be decided at a General Meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

**3.18** The accidental omission to send Notice of a General Meeting to a member, or the non-receipt of Notice to a Member, does not invalidate any proceedings at the meeting.

**Part 4 – Directors**

**Number of directors on Board:**

**4.1** The Society must have no fewer than 3 and no more than 9 directors.

**Consent to be a Director:**

**4.2** A director must agree in person or in writing to be a director.

**Term of Office:**

**4.3** The term of Office shall be two years. Half of the Board will be elected at each Annual General Meeting. Initially, half will be elected for a one year term.

**Election or appointment of directors:**

**4.4** At each Annual General Meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board. The Board will, prior to the meeting, determine whether or not there will be nominations from the floor. Otherwise nominations must be submitted in writing to the Board before the Annual General Meeting. The Annual meeting will elect the directors without specifying their roles on the Board. At the first directors' meeting, the directors will determine the Officers of the Society.

**Directors may fill casual vacancy on Board:**

**4.5** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

**Term of appointment of director filling casual vacancy:**

**4.6** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

**4.7** A director of the Society may be removed from office by special resolution.

**4.8** A director of the Society must when exercising the powers and performing the functions of a director:

(1) act honestly and in good faith with a view to the best interest of the Society.

(2) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.

(3) act in accordance with the Act and these Bylaws.

**Disclosure of Conflict of Interest:**

**4.9** A director of the Society is required to disclose to the directors any material interests in matters that may conflict with their duties to the Society. The director may not vote on any decision related to the conflict of interest.

**Part 5 – Directors’ Meetings**

**Calling directors’ meeting:**

**5.1** A directors’ meeting may be called by the president or by any 2 other directors.

**Notice of directors’ meeting:**

**5.2** At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

**Proceedings valid despite omission to give notice:**

**5.3** The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

**Conduct of directors’ meetings:**

**5.4** Directors may meet at any location and in any manner convenient to the directors. They may also allow electronic communication for those directors who cannot attend in person.

**5.5** Questions arising at a meeting of the directors or a director’s committee shall be decided by a majority of votes. In the case of an equality of votes, the chairperson does not have a second or casting vote, but only one vote as a member of the meeting.

**5.6** A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of the directors.

**5.7** The directors may regulate their meetings and proceedings as they think fit.

**Quorum of directors:**

**5.8** The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

**In Camera Meetings:**

**5.9** The directors and its committees may hold meetings “in camera”. Every director shall keep confidential all information obtained in such a meeting unless the release of such information is required by law or is allowed for by a decision or policy of the directors.

**Part 6 – Board Positions**

**Election or appointment to Board positions**

**6.1** Directors must be elected or appointed to the following Board positions. At the first Board meeting after the election, the directors will determine the Officers of the Society (4.2). A director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;

- (c) secretary;
- (d) treasurer.

**Directors at large:**

**6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

**Role of president:**

**6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

**Role of vice-president:**

**6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

**Role of secretary:**

**6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of General Meetings and directors' meetings;
- (b) taking minutes of General Meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the Annual Report of the Society and making any other filings with the Registrar under the Act;
- (f) maintain the register of members;
- (g) maintain a policy manual.

**Absence of secretary from meeting:**

**6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

**Role of treasurer:**

**6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

**6.8** The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary/Treasurer.

## **Part 7 – Remuneration of Directors and Signing Authority**

**Remuneration of directors:**

**7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity. The Society may reimburse a director for reasonable expenses incurred by the director in performing his/her duties.

**Signing authority:**

**7.2** The Officers of the Society have signing authority, any two of which may sign on behalf of the Society.

**7.3** A contract or other record to be signed by the Society must be signed on behalf of the Society.

**Part 8 - Inspection of Documents by Members****Inspection of Documents:**

**8.1** Documents of the Society including Bylaws, Resolutions, Minutes, Policies, and Financial accounts will be kept at the Enderby and District Museum, 903 George Street in Enderby B.C.

**8.2** Each member of the Society is entitled to and the Board shall give him/her, without charge, a copy of the Constitution and Bylaws of the Society.

**8.3** The Board of Directors may restrict member access to accounting records, membership register and records of directors' proceedings where the Board believes that it would not be in the best interests of the Society or may compromise the privacy of an individual member of the Society. However, a member may inspect and use the membership register for the requisition of a General Meeting.

**8.4** The following documents derived from proceedings of directors are not open to inspection by members:

- a) documents designated by the directors as confidential;
- b) documents related to employees; and
- c) documents related to in-camera sessions of the directors or a committee of the directors.

**Notification for Inspection:**

**8.5** A member wishing to inspect documents of the Society must give at least thirty days written notice to the secretary of the Society setting out the specific documents to be inspected.

**8.6** The Board may set a fee for the copying of documents requested by members.

**Part 9 - Dissolution**

**9.1** In the event this Society is wound up or dissolved, the assets remaining after satisfaction of its debts and liabilities shall be turned over to a charitable organization having similar aims and objectives and recognized as a charitable institution by Revenue Canada. The dissolution agreement must be approved by a two-thirds vote of the membership present at an Annual General Meeting or a General Meeting. (This provision was previously unalterable)