

# CUMBERLAND & DISTRICT HISTORICAL SOCIETY

## CONSTITUTION

1. The name of the society is CUMBERLAND AND DISTRICT HISTORICAL SOCIETY
2. The purposes of the society are:
  - (a) To promote the preservation of the history of the region;
  - (b) To promote the awareness of, respect for and understanding of the people and events in the history of the area;
  - (c) To encourage the public to become aware of the historical richness of the area;
  - (d) To operate a museum and archives in a building or in building which the society may from time to time rent, acquire or obtain the use of;
  - (e) To hold fundraising social events, however, the society will not own, manage or operate a social club;
  - (f) For the listed purposes to receive by donation, public subscription, devise or otherwise, money or property.

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## BY-LAWS

### Part 1— Definitions and Interpretation

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.

1.2 The definitions in the Act apply to these Bylaws.

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 – Membership

2.1 The members of the society are those who have filled out the application form and paid the annual membership dues. Memberships are non-transferable.

2.2 Members shall have the right to attend the Annual General Meeting and to run for a position on the Board of Directors.

2.3 Every member shall uphold the Constitution and comply with these By-Laws.

2.4 The amount of the annual membership dues shall be determined by the Board of Directors.

A person shall cease to be a member of the society

- (a) delivering a written resignation to the Society,
- (b) death,
- (c) having been a member not in good standing for 60 days, or
- (d) being expelled.

2.5 The termination of a person's membership from the society;

- a. A member may be expelled by a special resolution of the members passed at the Annual General Meeting or at a special general meeting called for that purpose.
- b. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

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- c. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the Annual General Meeting or at the special general meeting called for that purpose before the special resolution is put to a vote.

### **Part 3 – Meeting of Members**

3.1 The Annual General Meeting of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide.

3.2 The directors may, whenever they see fit, convene an extraordinary general meeting.

3.3 Notice of an extraordinary general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.

3.4 The Annual General Meeting of the Society shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.

### **Part 4 – Proceedings at Annual General Meetings**

4.1 Except where inconsistent with these By-Laws, Roberts Rules of Order will be used at general meetings of the society.

4.2 Business will be transacted at an annual general meeting in the following order:-

- (a) The report of the directors;
- (b) The consideration of financial statement;
- (c) The report of the certified general accountant;
- (d) The election of directors;
- (e) The appointment of the auditor, if required;
- (f) Such other business as under these By-Laws ought to be transacted at an annual general meeting.

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### 4.3 Meeting Quorum

- (a) No business shall be conducted at a general meeting at a time when a quorum is not present.
- (b) A quorum is ten (10) members present.

4.4 The Chair of the Board of Directors, the vice-president, or in the absence of both, one of the other directors present shall preside as chair of the annual general meeting.

4.5 The proposal of resolutions at a meeting must;

- (a) be seconded by a member and the chair of a meeting may move or propose a resolution.
- (b) In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which they may be entitled as a member and the proposed resolution shall not pass.

4.6 A member in good standing present at the AGM is entitled to one vote.

- (a) Voting is by show of hands.
- (b) Voting by proxy is not permitted.

## **Part 5 – Directors and Officers**

5.1 The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done, by the Society in general meeting, but subject, nevertheless, to;

- a. All laws affecting the Society,
- b. These By-Laws, and

5.2 Rules, not being inconsistent with these By-Laws, which are made from time to time by the Society at the annual general meeting. Directors positions shall be as follows;

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- a. The Chair, Vice-Chair, Secretary, Treasurer and five other persons shall be the directors of the Society.
- b. The number of directors shall be nine (9)

### 5.3 Election of directors

- a. Known candidates for election will be presented prior to the AGM
- b. In the case of an open position elections from the floor will be accepted
- c. Each member will be elected separately through parliamentary procedure
- d. An election may be by acclamation; otherwise it shall be by secret ballot.

5.4 Terms of office are two years with four (4) directors, including the Chair and the Secretary, being elected in even numbered years, and with five (5) directors, including the Vice-Chair and the Treasurer, being elected in odd numbered years.

#### **\*\* TRANSITION CLAUSE**

At the 2018 Annual General Meeting, four (4) directors, including the President and the Secretary, shall be elected for a one-year term, and five (5) directors, including the Vice-president and the Treasurer, shall be elected for a two-year term.

5.5 Where there is a vacancy on the Board for whatever reason, including resignation, expulsion or death, the remaining directors may appoint a member to take the place of the former director until the next Annual General Meeting.

5.6 The members may by special resolution remove a director before the expiration of their term of office, and may appoint a successor to complete the term of office.

5.7 No director shall be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

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### Part 6 – Proceedings of Directors

6.1 The following outlines the meeting of directors;

- a. The directors may meet together at such places as they think fit for the dispatch of business, and adjourn and otherwise regulate their meetings and proceedings as they see fit.
- b. The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.
- c. The Chair shall facilitate all meetings of the directors; but if at any meeting the Chair is not present the Vice-Chair shall act as the meeting facilitator. If neither the Chair nor Vice-Chair is present, the directors present may choose one of their number to facilitate the meeting at that time.
- d. (4) Directors may at any time request a meeting of the Board of Directors.

6.2 Committees of the Board

- a. The directors may delegate any, but not all, of their powers to a committee consisting of such directors as they think fit.
- b. A committee engaged in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors.
- c. The members of a committee may meet and adjourn as they think proper.

6.3 Questions arising at any meeting of the directors and committee of all directors shall be decided by a majority of votes. In case of an equality of votes the chair does not have a second or casting vote.

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6.4 A resolution in writing or electronic mail, signed by all the directors and placed with the minutes of the next meeting of the Board of Directors, is as valid and effective as if regularly passed at a meeting of directors.

### **Part 7 – Duties of Officers**

#### 7.1 Role of the Chair

- a. The Chair shall preside at all meetings of the Society and of the directors.
- b. The Chair is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

7.2 The vice-Chair shall carry out the duties of the president during their absence

#### 7.3 The secretary shall

- a. Keep minutes of all meetings of the Society and directors
- b. Be knowledgeable of where all records and documents of the Society are except those required to be kept by the treasurer.
- c. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

#### 7.4 The treasurer shall

- a. Be responsible, except where otherwise delegated, for the financial records, including books of account, as are necessary to comply with the Society Act, and
- b. Render financial statements to the directors, members and others when required, except where delegated.

7.5 The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

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### **Part 8 – Borrowing**

8.1 In order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

8.2 No debenture shall be issued without the sanction of a special resolution

8.3 The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

### **Part 9 – Auditor**

9.1 At each annual general meeting the Society shall appoint a chartered professional accountant.

9.2 The accountant shall be informed forthwith in writing of appointment.

9.3 No director and no employee of the Society shall be the accountant.

### **Part 10- Notices to Members**

10.1 A notice shall be given to a member, either personally or by mail at their registered address, or by electronic mail, and such notice shall be in accordance with the requirements of the Society Act.

10.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canada Post Office receptacle.

10.3 Notice of an Annual General Meeting shall be given to

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- a. Members of the Society
- b. The general chartered accountant

### **Part 11 – Dissolution of the Society**

11.1 In the event of the dissolution of the Cumberland and District Historical Society, any assets remaining after payment of all debts and obligations shall be distributed or disposed of in such a manner as a general meeting of the society shall by special resolution decide; provided that any such distribution or disposal of the property or any proceeds derived therefrom shall be made only to recognized charitable organizations in Canada or to a provincial or municipal government. This clause was previously unalterable.

The Museum and other facilities managed by the society shall be available to a person or persons wishing to use these facilities at the discretion of the governing Board of Directors at rates set by the Board. This provision was previously unalterable.