

# Bylaws of the Parksville & District Historical Society (the “Society”)

## Part 1 – Definitions and Interpretation

### Definitions

- 1.1 In these Bylaws
- (a) “**Act**” means the *Societies Act* of British Columbia as amended from time to time;
  - (b) “**Board**” means the directors of the Society;
  - (c) “**Bylaws**” means these bylaws as altered from time to time.

### 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

### Application for membership

- 2.1 An individual may apply to the Board for membership in the Society, and the individual becomes a member on the Board’s acceptance of the application.

### Honourary membership

- 2.2 (1) The Board may, in its sole discretion, confer an honorary membership on an individual in recognition of outstanding service to the Society or prominence in museum work.
- (2) An honorary membership may be conferred for any period of time the Board considers appropriate, and may be revoked by the Board, in its sole discretion, at any time.
- 2.3 If a life membership was conferred on an individual prior to these bylaws coming into effect, that life membership shall be deemed to be an honorary membership.

## **Duties of members**

- 2.4 Every member must uphold the constitution of the Society and must comply with these bylaws.

## **Amount of membership dues**

- 2.5 The Board must determine the amount of annual membership dues.

## **Member not in good standing**

- 2.6 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**

- 2.7 (1) A 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.
- (2) A member must be in good standing for a minimum of 60 days prior to a general meeting in order to vote for the election or appointment of directors at the general meeting.

## **Expulsion of Member**

- 2.8 (1) A motion for the expulsion of a member may be brought forward at a directors' meeting if
- (a) a written and signed complaint, providing reasons why the member's conduct is detrimental to the interests of the Society, has been provided to the Board, and
  - (b) the member who is the subject of the complaint has been provided with a copy of the written complaint at least 14 days prior to the directors' meeting, and has been given a reasonable opportunity to appear and make representations on the proposed expulsion at a directors' meeting.
- (2) A motion to expel a member must be approved by  $\frac{3}{4}$  of the Board.

## **Part 3 – General Meetings of Members**

### **Time and place of general meeting**

- 3.1 A general meeting must be held at the time and place the Board determines.

### **Notice of general meeting**

- 3.2 Notice of a general meeting may be sent by email to members who have provided an email address.

### **Ordinary business at general meeting**

- 3.3 At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
  - (b) consideration of any financial statements of the Society presented to the meeting;
  - (c) consideration of the reports, if any, of the directors or auditor;
  - (d) election or appointment of directors;
  - (e) appointment of an auditor, if any;
  - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

- 3.4 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 general meeting**

- 3.5 The following individuals are 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 the president and the vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

- 3.6 If no individual entitled under s.3.5 to preside as chair 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 transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for 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) if the meeting is an annual general meeting,
    - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
    - (ii) receive any other report of directors' activities and decisions since the previous annual general meeting,
    - (iii) elect or appoint directors, and
    - (iv) appoint an auditor, if any;
  - (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
  - (h) 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 or after such a vote, two or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **Tie Vote**

- 3.15 In the event of a tie vote at a general meeting, the chair of the general meeting is not entitled to a casting vote, and the proposed resolution shall not pass.

### **Announcement of result**

- 3.16 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**

- 3.17 Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

- 3.18 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.

## **Part 4 – Directors**

### **Number of directors on Board**

- 4.1 The Society must have no fewer than 3 and no more than 11 directors.

### **Nomination of directors**

- 4.2
- (1) An individual who is a member in good standing of the Society may be nominated for the position of director.
  - (2) A nomination must be in writing, and must be submitted to the Board a minimum of 14 days prior to an annual general meeting.
  - (3) Nominations from the floor at an annual general meeting will not be permitted.

### **Election or appointment of directors**

- 4.3 At each annual general meeting, directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:
- (a) president;
  - (b) vice-president;
  - (c) secretary;
  - (d) treasurer.

## **Directors at large**

- 4.4 Directors who are elected or appointed to the Board other than to the positions set out in s. 4.3 are elected or appointed as directors at large.

## **Eligibility**

- 4.5 Only an individual who is a member in good standing of the Society is eligible to be elected or appointed as a director.

## **Term**

- 4.6 The term of office of a director is one year, expiring at the close of the annual general meeting following the director's election or appointment.

## **Youth directors**

- 4.7 An individual who is 16 or 17 years of age is qualified to be a director at large.

## **Directors may fill vacancy on Board**

- 4.8 The Board may, at any time, appoint a member as a director to fill a vacancy on the Board.

## **Nominating Committee**

- 4.9 At least 30 days prior to each annual general meeting, the Board shall establish a nominating committee, chaired by a member of the Board, to prepare, for presentation at the annual general meeting, a slate of candidates for election to the Board.

## **Suspension of director**

- 4.10 (1) The Board may suspend a director from office for any period of time considered appropriate by the Board if a director
- (a) fails to attend three consecutive meetings of the Board without having been excused from the meetings by the Board,
  - (b) has demonstrated conduct that is, in the opinion of the Board, contrary to the interests of the Society, or
  - (c) fails to carry out the director's duties.
- (2) If the Board suspends a director, the Board may appoint a member of the Society entitled to vote to fill the vacancy resulting from the suspension for the duration of the suspension.

## **Part 5 – Directors’ Meetings**

### **Calling directors’ meeting**

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

### **Minimum number of directors’ meetings**

- 5.2 There must be a minimum of 4 directors’ meetings held in each calendar year.

### **Notice of directors’ meeting**

- 5.3 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**

- 5.4 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**

- 5.5 The directors may regulate their meetings and proceedings as they see fit.

### **Quorum of directors**

- 5.6 The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

## **Part 6 – Board Positions**

### **Role of president**

- 6.1 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**

- 6.2 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**

- 6.3 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.

### **Absence of secretary from meeting**

- 6.4 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**

- 6.5 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;
  - (e) preparing an annual forecast of the financial needs and anticipated revenues of the Society;
  - (f) preparing annual budgets for the Society.

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

### **Remuneration of directors**

- 7.1 These bylaws do not permit the Society to pay 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.

## **Signing authority**

- 7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other director,
  - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
  - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
  - (d) in any case, by one or more individuals authorized by the Board to sign the contract or record on behalf of the Society.

## **Part 8 – Committees**

### **Establishment of committees**

- 8.1 The Board may establish standing and ad hoc committees for the purpose of performing any function directed by the Board, and shall appoint the members and chair of a committee.

### **Proceedings of committees**

- 8.2 A committee established pursuant to s.8.1 may regulate its meetings and proceedings as the committee sees fit, subject to any direction provided by the Board.

## **Part 9 – General**

### **Borrowing**

- 9.1 The Society may, on the recommendation of the Board and by special resolution, borrow money or issue debentures.

### **Report of the Board**

- 9.2 The Board shall, at minimum once in a calendar year, prepare and provide to the members of the Society a report on the operations of the Society.

### **Operation**

- 9.3 The operations of the Society are to be chiefly carried out in School District 69.

### **Winding up and dissolution**

- 9.4 Upon dissolution of the Society, assets which remain after payment of all expenses properly incurred in the winding up shall be distributed to a charitable organization or organizations in British Columbia having a similar charitable purpose.

### **Previously unalterable provision**

- 9.5 Section 9.4 was a previously unalterable provision.