

# **Bylaws of the Chilliwack Museum and Historical Society (the "Society")**

## **PART 1 – DEFINITIONS AND INTERPRETATION**

### **Definitions**

#### **1.1** In construing these Bylaws:

"Act" means the BC Societies Act;

The "Board" shall for the purposes of the Society Act be those persons herein designated as Directors;

"Bylaws" means these Bylaws as altered from time to time;

"City" means the City of Chilliwack;

"Society" means The Chilliwack Museum and Historical Society;

"Executive Director" means the senior staff member of the Chilliwack Museum and Historical Society. The Executive Director is the only member of staff who is hired directly by and answerable to the Board of Directors;

"Annual general meeting" as defined by the Societies Act and its regulations;

"General meeting" as defined by the Societies Act and its regulations;

"Special meeting" as defined by the Societies Act and its regulations;

"Ordinary resolution" as defined by the Societies Act;

"Special resolution" as defined by the Societies Act.<sup>[L]<sub>SEP</sub></sup>

### **Definitions in Act apply**

#### **1.2** The definitions in the Societies Act on the date these Bylaws become effective 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 prevails.

#### **1.4** In these Bylaws, unless the context otherwise requires, words importing the singular include the plural and vice-versa, and words importing the masculine include the feminine and neuter.

### **Robert's Rules of Order**

#### **1.5** Robert's Rules of Order, where not inconsistent with these Bylaws, shall apply to all meetings of the Society.

## **PART 2 – MEMBERS**

### **Application for membership**

**2.1** A person, family, group, or corporation interested in the purposes of the society may apply for an annual or lifetime membership in the Society, and the applicant becomes a member on the Society's acceptance of the application. The Executive Director is authorized to process membership applications on behalf of the Society.

- (a) A family, group, or corporation being a member may designate a person, in writing, 16 years of age or older to represent the family, group, or corporation, and such person may exercise the privileges of membership on behalf of the family, group, or corporation including the right to be elected a Director.

### **Duties of members**

**2.2** Every member must uphold the constitution of the Society and must comply with these Bylaws.

### **Amount of membership dues**

**2.3** The amount of the annual and/or lifetime membership dues 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 their annual membership dues 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** To be eligible to vote at a meeting, a member must be in good standing for at least thirty (30) days prior to the meeting. A voting member who is not in good standing,

- (a) may not vote at a general meeting;
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members;
- (c) may not stand for nomination to the Board of Directors.

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

**2.6** A person's, group's or corporation's membership in the Society is terminated if that person, group, or corporation has membership dues more than six months in arrears.

**2.7** A member shall be considered to be in good standing until the execution of one of the following:

- (a) by delivering a resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
- (b) upon death, or in the case of a group or corporation, on dissolution
- (c) on being expelled by a special resolution of the members passed at a general or annual general meeting, provided the notice of the meeting specifies that such a matter is to be placed before the members
  - (i) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at a general or annual general meeting before the special resolution is put to a vote.
  - (ii) In the case of a member expelled by special resolution the remainder of that year's membership dues will be refunded on a pro rata basis.

### **Honorary Lifetime Memberships**

**2.8** The Society may, from time to time, confer Honorary Lifetime Memberships on individuals, groups or organizations who have made outstanding contributions to the Society. Such members shall be entitled to vote, but shall not be required to pay membership fees.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

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

**3.1** An annual general meeting shall be held in each calendar year. The Board shall determine the time and place of the annual general meeting.

**3.2** The Board may also call a general meeting of the Society at any time

**3.3** A special general meeting of the Society may be called at such time and place as the Board may determine. The notice of a special meeting shall state the nature of any business to be transacted, other than ordinary business, and no other business shall be dealt with.

## **Ordinary business at general meeting**

**3.4** 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 of the directors and the CPA Practitioner
- (d) election or appointment of directors;
- (e) appointment of a CPA Practitioner
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

## **Member's Proposals**

**3.5** Voting members of the Society may submit notice of a matter they wish to be considered at a general meeting. The written proposal must contain the names of, and be signed by, not less than 5% of the voting members of the Society.

## **Notice for general meetings and special general meetings**

**3.6** Written notice of the date, time and location of a general meeting or special general meeting shall be sent to every member of the Society at least 14 days before the meeting, but not more than 60 days before the meeting.

**3.7** Notice of any general or special meeting shall be deemed to be sufficiently delivered under subsection 3.6 if

(a) sent to every member of the Society who has provided an email address to the society, by email to that email address **or**

(b) sent by ordinary mail, prepaid and addressed to the member at the address recorded in the books of the Society.

Non-receipt of such notice, or accidental omission to send a notice to a member, shall not invalidate any proceedings at the meeting.

**3.8** Notice of a general meeting must include the text of any special resolution to be dealt with at the meeting.

## **Requisition of a general meeting**

**3.9** Voting members of the Society may requisition the Directors to call a general meeting for the purposes stated in the requisition. The requisition must contain the names of, and be signed by, at least 10% of the voting members

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of the Society and must state the business to be considered including any resolutions.

**3.10** The Directors must call a general meeting to be held within 60 days of the Society's receipt of the requisition to consider the stated business.

### **Chair of general meeting**

**3.11** 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 general meeting**

**3.12** 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**

**3.13** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

**3.14** The quorum for the transaction of business at a general meeting is fifteen (15) voting members.

### **Lack of quorum at commencement of meeting**

**3.15** 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.

- (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**

- 3.16** 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**

- 3.17** 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**

- 3.18** 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**

- 3.19** 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 audit report or review engagement report on those statements,
    - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,

- (iii) elect or appoint directors, and
- (iv) appoint a CPA Practitioner, 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.

### **Voting at general meetings and special general meetings**

**3.20** A member in good standing is entitled to one (1) vote and may vote on every matter except any matter in which that member has a direct or indirect material interest.

### **Voting by proxy**

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

### **Voting methods**

**3.22** 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 (2) 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.

### **Voting thresholds**

**3.23** An ordinary resolution can be approved by a simple majority of the voting members present. A special resolution requires two thirds ( $\frac{2}{3}$ ) of the votes cast in order to be approved.

### **Announcement of result**

**3.24** 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.

## **PART 4 – DIRECTORS**

### **Number of Directors on Board**

**4.1** There shall be a Board of Directors of no less than three (3) and no more than eleven (11) members.

### **Election or appointment of Directors**

- 4.2** The number of Directors shall be determined from time to time by the membership of the Society and shall be elected at the annual general meeting of the Society.
- 4.3** At each annual general meeting, the voting members entitled to vote for the election or appointment of Directors must elect or appoint the Board. To be eligible for nomination to the Board of Directors, a candidate must be a member in good standing ninety (90) days prior to the annual general meeting.
- 4.4** The immediate Past President shall hold office without the necessity of appointment or election.
- 4.5** Immediately after the adjournment of the annual general meeting, the newly elected Directors shall then and there hold a Director's meeting and elect from their own number a President and Vice President.
- 4.6** They shall also at the same meeting elect a Secretary and a Treasurer.

#### **Terms of Office**

- 4.7** A term for a Director elected at an annual general meeting is three years.
- 4.8** A Director may be the candidate for re-election for a maximum of two more terms after which he/she may not be a candidate for at least one year.

#### **Termination of Directorship**

- 4.9** A member of the Board of Directors may be suspended or expelled in the same manner that any other member of the Society may be suspended or expelled.
- 4.10** A member of the Board of Directors may resign their position by delivering a resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society.

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

- 4.11** The Directors may at any time, and from time to time, appoint an eligible member as defined in Sections 4.3 and 4.8 of these Bylaws to fill a vacancy on the Board.

#### **Term of appointment of Director filling vacancy**

- 4.12** A Director so appointed shall hold office only until the next AGM and if eligible, may stand for election or re-election at that meeting.

## **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 Director's meetings**

**5.2** The Board of Directors may meet upon 2 days notice for the dispatch of business.

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

**5.3** The non-receipt of a notice by a Director does not invalidate proceedings at the meeting.

#### **Conduct of Directors' meetings**

**5.4** The Board of Directors will regulate their meetings in accordance with Robert's Rules of Order. Questions arising at any meeting shall be decided by a majority vote of those present.

#### **Quorum of Directors**

**5.5** The quorum of the Board of Directors for the transaction of business at a Directors' meeting is a majority of the Directors.

#### **Executive Director entitled to attend Directors' meetings**

**5.6** Unless the Board in a specific situation otherwise resolves, the Executive Director shall be entitled to attend all its meetings and be informed of all policies of the Board.

#### **City to be notified of Directors' meetings**

**5.7** The Board shall notify the City of the day and time of each Board meeting and a representative of the City shall be entitled to attend all meetings and to be kept fully informed of what takes place at such meetings.

#### **Representation from the City**

**5.8** The City shall appoint one or two representatives to the Board, who may be either an elected official or a staff member. The appointee(s) will be deemed to be non-voting, Ex Officio Director(s) and not included when calculating Quorum for transaction of business.

### **PART 6 – BOARD POSITIONS**

#### **Election or appointment to Board positions**

**6.1** Directors must be elected or appointed to the following Board positions, and a Director, other than the President, may hold more than one position:

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- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

### **Role of President**

- 6.2** The President is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.
- 6.3** The President shall preside at all meetings of the Society and the Board and have the powers and duties generally pertaining to the office. The President shall be a member ex-officio of all committees.

### **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 and when so acting shall have all the powers and be subject to all the responsibility hereby given or imposed upon the President.

### **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) The Secretary shall be responsible for the safekeeping of the seal.

### **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 shall be responsible for the proper maintenance of the financial records and such other records as may be prescribed by law or by the Board of Directors.
- 6.8** The treasurer is responsible for doing, or making the necessary arrangements for the following:

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- (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) ensuring that a duly audited or reviewed statement of the receipts and disbursements of the Society is presented to the membership at the end of each fiscal year at the annual general meeting;
- (f) The Society shall provide the City with an annual operating budget for the Program Proposal by September 30 in each year;
- (g) ensuring that accounts payable are paid in accordance with the financial policy of the Board of Directors.

### **Directors at large**

- 6.9** 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.

## **PART 7 – REMUNERATION OF DIRECTORS AND CONFLICT OF INTEREST**

### **Remuneration of Directors**

- 7.1** No Director shall hold any place of profit or remuneration under the Society or enter into, for personal interest, any contract or business transaction with the Society.

### **Conflict of Interest**

- 7.2** A Director shall not be required to vacate office by reason of being a shareholder or member of any corporation which has entered into any contract with or done any work for the Society, but shall declare their direct or indirect material interest, have it recorded in the minutes and not vote in respect of such contract or work.

## **PART 8 – DUTIES OF THE BOARD**

### **Committees**

- 8.1** The Board of Directors shall appoint such committees as are deemed necessary to carry on the activities of the Society.
- 8.2** At least sixty (60) days prior to the annual general meeting the Board of Directors shall appoint a Nominating Committee of not less than three

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members to prepare a slate of Directors for presentation to the annual general meeting. The members of the Nominating Committee shall be members in good standing of the Society.

### **Museum**

- 8.3** It shall be the duty of the Board of Directors to formulate the general policies for the operation of the museum including the care, custody and control of all museum property and records. The Board of Directors shall report on the operation of the museum at the annual general meeting.
- 8.4** The operation and administration of the museum shall be managed by an Executive Director who shall be appointed by the Board of Directors. It shall be the duty of the Executive Director to carry out the policies laid down by the Board of Directors and to operate the museum in an efficient manner.

### **Archives**

- 8.5** It shall be the duty of the Board of Directors to formulate the general policies for the operation of the archives including the care, custody and control of all archival holdings. The Board of Directors shall report on the operation of the archives at the annual general meeting.
- 8.6** The operation and administration of the archives shall be carried out by the Executive Director.

## **PART 9 -FINANCE**

### **Fiscal Year**

- 9.1** The fiscal year of the Society shall commence on January 1 and conclude on December 31 next following.

### **Borrowing and Issuance of Securities**

- 9.2** The Society shall not borrow money or issue bonds, debentures, notes, or other evidences of debt obligations in an amount greater than \$40,000 without the authorization of a Special Resolution.

### **Banking documents**

- 9.3** All banking documents shall be signed by any two (2) of four (4) persons appointed for that purpose, one of which may be the Executive Director or any two (2) of four (4) members of the Board of Directors. One of four so appointed shall be the Treasurer.

### **Financial Review**

- 9.4** At each annual general meeting the Society shall appoint a CPA Practitioner to audit or review the Society's transactions and prepare a financial statement. The CPA Practitioner may be removed from this office and their

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successor appointed by ordinary resolution at any general meeting.

## **PART 10 - ACCESS TO RECORDS**

### **Members Access to Records**

**10.1** The books and records of the Society may be inspected by any Society members in good standing at the registered office of the Society upon reasonable notice in writing to the Secretary. These records include the Society's corporate records, the register of members, minutes of Directors and general meetings, disclosures of Directors conflict of interest, accounting records, financial statements and the audit report or review engagement report related to those statements.

### **The Public's Access to Records**

**10.2** The financial statements of the Society and the audit report or review engagement report related to those statements may be inspected by members of the public at the registered office of the Society upon reasonable notice in writing to the Secretary.

## **PART 11-DISSOLUTION**

**11.1** Upon winding up or dissolution of the Society, gaming funds or assets acquired with gaming funds that remain after payment of all costs, charges and expenses that are properly incurred in the winding up shall be distributed to such charitable organization or organizations in British Columbia having similar purposes. All other assets of the Society remaining after the satisfaction of its debts and liabilities shall be transferred or donated to the City for the benefit of the people of Chilliwack. This provision was previously unalterable.

## **PART 12 - MISCELLANEOUS**

### **Seal**

**12.1** The official seal shall bear the name of the Society and the year of its incorporation and it shall be used in the manner prescribed by the Board of Directors. The Secretary shall be responsible for the safekeeping of the seal.

### **Bylaws**

**12.2** The Bylaws of the Society may not be altered or added to except by a special resolution of the Society passed in accordance with the provisions of the Societies Act.