

# OKANAGAN HISTORICAL SOCIETY BY LAWS

*as adopted at the April 25<sup>th</sup>, 2004 Annual General Meeting*

## #1 MEMBERSHIP:

There shall be three types of membership:

- a) Ordinary Membership shall be comprised of persons and corporate bodies who subscribe to the goals and objectives of the Society and pay the usual membership fee.
- b) Life Membership shall be comprised of members upon whom the Society has conferred the honour of "Life Member", the conditions for which are set forth in these By-Laws.
- c) Sustaining Membership shall be comprised of persons or corporate bodies who in any given year have donated specified minimum amount to the Society, the amount to be determined from time to time by the Executive Council.
- d) A person shall cease to be a member in good standing of the Society if he/she:
  - i. Delivers his or her resignation to the Secretary of the Society,
  - ii. Fails to pay his or her annual dues for one year.
- e) A member may be expelled by a two-thirds majority of the Executive Council.

## #2 FEES:

(membership donations) Shall be set annually at the July Executive Council meeting, which will be the price of our Annual Reports.

## #3 OFFICERS:

The Society shall at its Annual General Meeting, elect the following Officers, all of whom shall be members in good standing, who may hold office for one year from date of election or until successors have been elected. Where vacancies occur, these positions may be appointed by the Executive Council.

President  
Vice-President  
Secretary  
Treasurer  
Editor

**FINANCIAL REVIEWER:** The Society may also appoint at its Annual General Meeting, a person to audit or provide a financial review for the ensuing year.

**INABILITY OF OFFICER TO ACT:** In event of an officer of the society being unable to act, the office shall be filled by appointment by the Executive Council until the next Annual General Meeting of the Society.

#### #4 DIRECTORS:

In like manner, each Branch shall elect two Directors to hold office for two years, all of whom shall be members in good standing of the Okanagan Historical Society.

The Executive Council may appoint Directors-at-Large to meet specific needs for a period of one year.

#### #5 EXECUTIVE COUNCIL:

The Immediate Past President, Officers, Directors and Directors-at-Large, together with the several Branch Presidents, shall be and do constitute the Executive Council.

QUORUM: A majority of the members of the Executive Council or any Committee shall constitute a Quorum.

#### #6 BOUNDARIES:

The Boundaries of the Society's area of operations shall, by and large, be as described in Article 2 of the Society's Constitution.

#### #7 BRANCH ORGANIZATION:

The Society may organize and operate such branches as it may determine and shall require of each adherence to the Okanagan Historical Society type of organization, that is to say, each branch shall elect as officers:

President

Vice-President

Secretary

Treasurer, or these latter two may be combined as one

Editorial Chairman

With an Executive Committee of not less than three members, all of whom must be in good standing of the Okanagan Historical Society.

Each Branch will be required to hold an annual meeting for the election of officers and executive committee and to pass upon reports of the year's work. The Branch President shall report in writing upon the state of his (*or her*) Branch to the Society's President.

A Branch may have its own bank account for Branch use. All monies received by the Branches on behalf of the Okanagan Historical Society shall be sent directly to the Society Treasurer.

In rare circumstances and only with written approval by the Okanagan Historical Society Executive Council, a Branch may, on a temporary basis, operate under the auspices of a "committee" until Officers and Directors can be elected.

**#8 BRANCH LOCAL CONSTITUTION:**

Where it is proposed to have a local constitution and by-laws for a Branch, the same shall be submitted to the Executive Council for its approval. In no case may powers granted or assumed exceed those of the Okanagan Historical Society.

**#9 MEETING OF EXECUTIVE COUNCIL:**

The President may call a meeting of the Executive Council at any time, due notice of which shall be mailed to each member of the Council, or, a meeting of the Council shall be called upon the signed request of five members of the Council - presented to the Secretary.

**#10 EDITORIAL COMMITTEE:**

Shall consist of a Chairperson or "Chair" usually the Editor and the Branch Editorial Chairpersons.

**#11 DUTIES OF OFFICERS:**

**PRESIDENT:** The President shall preside at all meetings of the Society and the Executive Council; he or she shall maintain contact with the several Branches and endeavor to develop their interest in the goals and objectives of the Society throughout its area of operations. He or she shall act in a supervisory capacity in relation to the work of the other officers, and report to the Annual General Meeting.

**VICE-PRESIDENT:** A Vice-president shall assist the President in all his/her duties and shall accept assignments when they fall within his/her ability to meet them.

The Vice President will normally chair the Finance Committee.

**SECRETARY:** The Secretary shall:

- a) Conduct the Society's correspondence, issue notices convening meetings of the Society and the Executive Council, keep minutes of these meetings and furnish a copy of said minutes to each of the members of the Council and to the Secretary of each Branch;
- b) Report to the Annual General Meeting;
- c) Comply with the requirements of the Society Act, reporting annually to the Registrar of Companies.

**TREASURER:** The Treasurer shall:

- a) Be responsible for the membership roll and will furnish the Editor with a complete list of names;
- b) Be or appoint the custodian of the Society's reports, old and new, and shall supply copies to the Society's Branches for local distribution and also ensure that a complete set of all the Society's published Reports are kept in safe storage;
- c) Receive from the Branches their reports of fees collected and Okanagan Historical Society Reports distributed and keep records of having done so;

- d) Maintain at his or her office a supply of stationery from which to service the Branches and the Officers of the Society;
- e) Deposit all monies received by him/her in the Bank of Montreal, Vernon, BC, or in such other bank as may be designed by the Executive Council;
- f) Pay all accounts (except petty cash accounts) by bank cheque. He or she shall see that all accounts due by the Society are processed for payment and duly paid, when funds are available;
- g) Comply with the provisions of the Canada Customs and Revenue Agency and/or relevant Government Agencies;
- h) Not open any new account with another bank without authority of the Executive Council;
- i) Prepare a budget and a financial statement for the Society's Annual General Meeting. He or she shall certify as correct the financial statements and submit the same to the Financial Reviewer for audit or financial review. The budget and the financial statements shall be printed for presentation to the Annual General Meeting.

EDITOR: The Editor shall:

- a) Chair the Editorial Committee and receive, select, edit and acknowledge all submissions for publication in the Annual Report titled "Okanagan History". He or she may request articles on specific topics from authors and shall return all manuscripts and illustrations to the owners;
- b) Supply the printer with a fair copy, select the cover design of the Report, work out a publication schedule with the printer, and arrange for proofreading. He or she shall inform the Executive Council of progress in these and other related matters.

#### #12 GENERAL CONTROL:

The activities of the Society are vested in the Executive Council and it shall make adequate arrangements for establishing policies. Approved policies will be kept separately by the Secretary in a loose leaf binder and copies of all policies shall be circulated to the Branches as they are written. All policies will be up for review on an annual basis in February and decisions made as to which ones will be carried forth to another year. Those with "sunset clauses" shall be so stated.

#### #13 VOLUNTARY SERVICE:

The Society is a non-profit organization and all services rendered by members to, for, or on account of the Society are deemed to be voluntary and for which no compensation has been contracted or implied, with the exception that the Executive Council may set honorariums for services provided by directors.

All articles submitted to the Editor are deemed to be absolutely free of any monetary consideration. In the case of photographs, pictures or other matter of an illustrating nature, no

compensation can be allowed for their use, unless a special authorization has been granted by the President or the Editor.

**HONORARIUMS:** These are to be established annually by the Executive Council, the amount set will be at the discretion of the Executive Council.

**#14 EXPENSE REIMBURSEMENT:**

Notwithstanding the foregoing provisions the Society may reimburse its Officers for out-of-pocket expenses incurred on behalf of the Society. Branches may likewise set up their own expense funds.

**#15 ANNUAL REPORT:**

The Society may publish each year, or from time to time as circumstances permit, an Okanagan Historical Society Report. Content will follow our Constitution and Purposes. Purchasers of this Report shall be deemed to be members of the Society. Postage will be extra.

**#16 MEMBERSHIP YEAR:**

Because the Membership Year is geared to the date of publishing the Okanagan Historical Society annual Report and the holding of the society's Annual General Meeting, the Membership Year shall begin on November 15<sup>th</sup> and run for the following twelve months. This will ensure to members their copy of the Report and voting privileges at the Annual General Meeting in April.

**#17 DELAYED SUBSCRIPTIONS:**

Where a member delays remitting his fee, or specifies his desire for a Report already published (a back number), such subscription shall be made to apply to the year in which the Report was published and will not project any benefits beyond it.

**#18 BANKING SIGNATURES:**

Three members of the Society, one of whom shall be the Treasurer, shall be designated by the Executive Council and given authority to sign cheques and to conduct the Society's banking business with the Bank; any two of these signatures shall be sufficient authority for the Bank to pay the Society's cheques. It shall be the duty of the Secretary to notify the Bank of any change of persons authorized to sign cheques.

**#19 OFFICIAL SEAL:**

The Official Seal of the Society shall be in the custody of the Secretary. The seal shall not be affixed to any document except by the authority of a resolution of the Executive Council, and in

the presence of such Officers or persons as may be prescribed by such resolution and, if none be prescribed, then in the presence of the President and Secretary and all such persons shall sign any document to which the Seal of the Society is affixed in their presence.

**#20 ELECTIONS:**

Any Ordinary Member in good standing shall be eligible for election to office, but no member under nineteen years of age may be elected to the Executive Council.

Retiring officers and members of the Executive Council are eligible for re-election.

**#21 VOTING AT MEETINGS:**

Normally, the chairman at any meeting of the Society will not vote, but in the event of a tie, the presiding officer will have the deciding vote. There shall be no proxy votes at any of the Society's meetings; vote will be by show of hands unless a secret ballot is requested by any member in good standing and all members shall have a vote regardless of class.

**#22 SPECIAL MEETING:**

Notice calling any special meeting must be given to members at least two weeks in advance of the meeting.

**#23 APPEAL OF DECISION:**

An appeal from the decision of the Chairman will be allowed when two-thirds of the members present support the appeal.

**#24 DISMISSAL:**

A member of the Executive Council may be dismissed for cause when his or her colleagues present in regular or special meeting of the said Council, vote two-thirds in favor of such action, and the vacancy thus caused may be filled for the uncompleted term by similar process.

**#25 APPEAL AGAINST DISMISSAL:**

An appeal against dismissal will lie with the general meeting of the Society, which may be called in extra-ordinary session by the Executive Council, or, on a petition signed by twelve (12) members in good standing, such extra-ordinary meeting shall be called. Due notice shall be given all ordinary members in good standing. An appeal must be lodged with the Secretary within thirty (30) days of rendering the dismissal.

**#26 CREDENTIAL COMMITTEE:**

Before any general meeting convenes, on the request of any member, the President shall appoint a credentials committee to check the standing of members.

#### #27 AMENDMENTS:

These Bylaws may be amended at the Annual General Meeting, or an Extraordinary meeting. Any proposed amendments to Society's By Laws must be given in writing to the Executive Council prior to its fall meeting. The proposed amendments must be given in writing to the Branches of the Society, 45 days prior to the Annual General Meeting or Extraordinary meeting.

#### #28 BORROWING:

Subject to the provisions of the Society Act, the borrowing powers of the Society may be exercised only by the Executive Council.

#### #29 FINANCIAL YEAR:

The Society's Financial Year shall begin January 1<sup>st</sup> and terminate December 31<sup>st</sup> in each and every consecutive year thereof.

#### #30 ANNUAL GENERAL MEETING:

The Annual General Meeting shall be held at the place and time:

- a) Agreed upon at an Executive Council Meeting, or
- b) In the absence of such agreement, at a place and time within the boundaries of the Society area of operations, the date falling during the month of April to be determined by the Executive Council.

#### #31 AGENDA FOR ANNUAL MEETING:

The agenda for the Annual General Meeting shall be as follows:

1. Reading "Notice of Call"
2. Minutes of last Annual General Meeting
3. Business arising from Minutes
4. Correspondence
5. Reports of Officers: President, Editor, Secretary and Treasurer
6. Branch Reports, Special Committees
7. Unfinished Business
8. New Business
9. Appointment of Auditor or Financial Reviewer
10. Election of Officers
11. Complimentary Resolutions
12. Setting date and place of next Annual General Meeting and adjournment

#### #32 AGENDA FOR EXECUTIVE COUNCIL:

1. Roll Call (if requested)
2. Minutes of last meeting
3. Business arising from minutes
4. Correspondence
5. Reports of Officers, Committees and Branches
6. Unfinished Business
7. New Business
8. Adjournment

#### #33 SPECIAL RESOLUTIONS:

The majority required for passing a special resolution shall be a 75 per cent majority of members present at any Extraordinary meeting or the Annual General Meeting.

#### #34 PRESIDENTS' COMMITTEE:

The Presidents' Committee shall be a standing committee to be chaired by the President of the Society, of which each Branch President shall be a member during his or her term of office; the Society's Secretary shall be ex-officio member (without vote) and he or she shall convene the Committee upon instruction by the Society's President. The Committee shall be convened at the last Executive Council Meeting held before the Annual General Meeting. The Committee may also be titled "Branch Presidents' Committee".

#### #35 FINANCE COMMITTEE:

To be chaired by the Vice President. Comprised of table officers and one representative from each Branch, to meet prior to each Executive Council meeting.

#### #36 AWARDS:

- a) **PROCEDURE:** The Presidents' Committee shall have power to make awards and arrange contests within the scope of the Society's By Laws to do so, and Appoint Life Members, and in every instance where an award is made, it will give notice of the action taken to the Executive Council or to any general meeting of the Society, if that is more convenient.
- b) **LIFE MEMBERSHIP:** On the recommendation by a Branch Executive, Life Membership may be conferred by the Presidents' Committee on those members who have rendered outstanding service to the Society over a period of years. The name of a life member shall be printed at the head of the membership list in the Okanagan Historical Society annual Report.
- c) **OTHER AWARDS:** The Presidents' Committee may, with the approval of the Executive Council, establish lesser awards to recognize the contribution of deserving persons to the work of the Society.



**#37 CONTESTS:**

It shall be permitted for the Society to organize contests within or without its membership and to offer awards, if any to contestants where skill, knowledge and excellence in quality of performance has been revealed.

The Society may appoint a committee to promote any such project or projects, with power to establish the rules governing such project, but the award shall be at the discretion of the Annual General Meeting, and where this may not be convenient, then the Executive Council, regularly assembled shall exercise jurisdiction in the matter, as well as in related matters. This does not preclude the appointment of a member to be in sole charge of contest who would then function as a committee would do.

Where a vacancy on a contest or project committee occurs and it is desirable that a replacement should be made to fill the vacancy, the chairman, or acting chairman shall name a member for the post and seek confirmation of the President, or in his or her absence, a Vice-President

**#38 EXECUTIVE OFFICERS:**

(as listed in By Law #3) Shall have authority to deal with urgent and extraordinary items needing immediate attention, without requiring prior Executive Council approval. Meeting to be called by president or First Vice-President. It may be handled in person, by conference call or electronically. The Executive Council shall be informed of such actions as soon as possible.

**#39 NOMINATING COMMITTEE:**

Usually the Past President will chair this Committee with power to add Members as required. Slate of Officers will be presented by the Past President who will conduct the election at the April Annual General Meeting.

**#40 FATHER PANDOSY MISSION:**

Be it resolved:

THAT the Okanagan Historical Society supports the development, restoration, preservation and operation of the Father Pandosy Mission as a historical site and museum.

THAT a committee be formed for this purpose by the President of the Okanagan Historical Society and to be comprised of the following members:

1. President of the Okanagan Historical Society
2. One, as a Kelowna director of the Okanagan Historical Society
3. A representative of the Bishop of the Diocese of Nelson
4. A representative of the Knights of Columbus of Kelowna, providing they wish to take an interest in and promote the development and restoration of the Father Pandosy Mission
5. Four other members, at least three to be from the Kelowna area

This committee is to appoint a chairman from its members.

And it be further resolved that this committee have the following powers:

1. To be able to add to its numbers by the formation of Sub-committees for specific duties
2. The appointment of a secretary-treasurer or a secretary and treasurer
3. To receive and expend monies
4. The opening of a bank account in a Kelowna bank
5. To negotiate for lease and/or contracts, but ratification and signing of such documents be accomplished by the executive officers of the Okanagan Historical Society
6. A report and financial statement to be presented each year at the Annual General Meeting of the Okanagan Historical Society.