CONSTITUTION

OKANAGAN HISTORICAL SOCIETY

1. NAME: The Name of the Society is Okanagan Historical Society.

2. PURPOSES: The purposes of the Society are:

(a) To stimulate active interest in our heritage, more particularly its historical and archaeological aspects;

(b) To promote the preservation of historical sites, monuments, buildings, pictures, writings and names;

(c) From time to time and as circumstances permit, to accurately record and publish the current and past history of the Okanagan, Similkameen and Shuswap areas and other matters of significant interest to the Society;

(d) To cooperate with museum boards and educational institutions.

BYLAWS OF THE OKANAGAN HISTORICAL 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;

"AGM" means an annual general meeting;

"Branch" means an association of members organized on a geographical basis, and recognized by the Society as affiliated with the Society.

"Board" means the directors of the Society;

"Committee" means a committee duly appointed by the Board, to report to the Board;

"Director" means a director of the Society;

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

"General Meeting" includes an AGM and a special general meeting;

"Member" means a member of the Society;

"Persons" include corporations and associations;

"Registered address" means a member's address as registered in the register of members;

“Society” means Okanagan Historical Society;

“Special resolution” and “ordinary resolution” have the meaning given to them in the Act;

“Written” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, text, and fax.

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 Persons may apply to the Board for membership in the Society, by such means as the Society may permit, and the person becomes a member upon the Board accepting the application.

Duties of Members

2.2 Applications for membership must:

a) be in written form and in a manner or by a process approved by the Board,

b) include the full name, home address, e-mail address and telephone number of the applicant.

2.3 Membership is not transferable.

2.4 All Directors are members.

2.5 Every member and director must comply with:

a) The Act

b) The Constitution and Bylaws of the Society.

c) Any rules of order governing the conduct of general meetings and of meetings of the Board.

2.6 Each member is entitled to and the Society must on request give the member a copy of the constitution and bylaws upon payment of a fee determined by the Board, but that fee must not exceed $5.

2.7 A voting member is any person who is 19 years or older.

2.8 A member ceases to be a member on:
a) delivering a written resignation to the Society,
b) death
c) having been a member not in good standing for 30 days,
c) being expelled

2.9 A member may be expelled for conduct substantively prejudicial to the Society, by a resolution of which not less than 75% of the directors then in office are in favor.

2.10 A member who is the subject of a proposed directors' resolution for suspension or expulsion must be reasonable notice of the meeting at which it will be proposed, a brief statement of the reason or reasons for the proposes suspension of expulsion, and a reasonable opportunity to be heard at the meeting before the resolution is voted on.

Amount of membership dues

2.11 The amount of the annual membership dues, if any, must be determined by the Board.

Register of Members

2.12 The Society shall maintain and properly utilize a register of members to be used for the benefit of the Society, and which shall include the name and contact information of each member.

2.13 Subject to final discretion of the Board, access to and use of the register shall be restricted to Society members and for Society purposes only.

Member not in good standing

2.14 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

2.15 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

2.16 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

Life Membership

2.17 Life membership shall be granted to persons upon whom the Society has conferred the honour of "Life Member", the criteria for which will be guided by a "Life Membership" Policy, and acted upon by the Board with input from the Branches and membership.

Part 3—General Meetings of Members.

Time and place of general meeting

3.1 A general meeting must be held in accordance with the Act and these bylaws at least once in every calendar year, and not more than 15 months after the last preceding AGM, and at a time and if applicable, a place the Board determines.

3.2 Every general meeting, other than an AGM, is a special general meeting.

Notice to Members

3.3 Notice of a general meeting must be given not less than 21 days before the meeting, in the manner permitted by the Act, and:
must specify the place, day and hour of meeting, and in case of special business, the general nature of the business, and:
include any special resolution to be proposed at the meeting.

3.4 The accidental omission to give notice to, or non-receipt by any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.5 Notice of a general meeting must be given to every member shown on the register of members on the day notice is given, and the auditor. No other person is entitled to receive notice of general meeting.

3.6 A notice may be given to a member either personally, by mail, or by electronic mail to addresses shown in the register of members.

3.7 A member must promptly and in writing notify the Society of any change in the member's name, or authorized representative or contact information.

3.8 A notice sent by mail is deemed to have been received 5 days after being mailed, and if by electronic mail, 24 hours after being sent.

Part 4. Proceedings at General Meetings

Ordinary Business at General Meeting

4.1 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.

4.2 All other business is special business.

4.3 In the event of an equality of votes, the chair does not have a deciding or second vote, and the resolution is defeated.

4.4 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, 2 or more voting members request a secret ballot or a secret ball is directed by the chair of the meeting, voting must be by secret ballot.

4.5 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.

4.6 Voting by proxy is not permitted.

4.7 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act of these Bylaws to be decided by special resolution or by another resolution having a higher threshold than the threshold for an ordinary resolution.

Notice of special business

4.8 A notice of a general meeting must be in writing, state the date, time and location, and state the nature of any business, other than ordinary business, to be transacted at the meeting together with any proposed special resolution, in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business. The notice must be sent before or at the same time the notice of meeting is published or posted.

4.9 The Board may, when it thinks fit, convene a special general meeting.

4.10 The Board, on the requisition of 10% or more of the Voting Members, must convene a special general meeting without delay.

4.11 The requisition may consist of several documents in similar form, each signed by one or more of the requisitioners, and must state the purpose of the meeting, and be sent by registered mail and to the designated email address, if any, of the Society. ("the delivery")

4.12 If the directors do not convene a special general meeting within 21 days after the delivery, a majority of the requisitioners may themselves convene a special general meeting to be held within 4 months of the date of delivery.

4.13 A special general meeting convened by the requisitioners must be convened in the same manner, as nearly as possible, as general meetings are convened by the directors.

Chair of General Meeting

4.14 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

4.15 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

4.16 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

4.17 The quorum for the transaction of business at a general meeting is 5 voting members.

Lack of quorum at commencement of meeting

4.18 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

4.19 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

4.20 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 only that business which was left unfinished at the adjourned meeting may be transacted at the continuation of the adjourned meeting.

Notice of continuation of adjourned general meeting

4.21 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

4.22 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 reports 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

4.31 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, 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.

Announcement of result

4.32 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

4.33 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

4.34 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.

Meeting by Means of Electronic Communication

4.35 If necessary to ensure that a meeting may be conducted in a manner which best ensures the attendance of members, or otherwise determined by the Board to be appropriate or necessary, a general meeting may, in addition to or in the alternative to being conducted in a physical location, may be conducted by electronic means in a manner which allows engagement of all Members attending.

Part 5—Directors

Number of directors on Board

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

Election or appointment of directors

5.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

5.3 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

5.4 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.

5.5 Directors may be elected or appointed for terms of 1, 2, or 3 years, in a manner which from year to year, the board may determine will ensure a smooth transition from year to year.

5.6 Unless otherwise approved on an individual basis at an AGM, a director shall serve no more than 8 continuous years on the Board.

Directors Duties and Conflicts of Interest

5.7 While exercising the powers and performing the functions of a director, a director must act honestly and in good faith and in the best interests of the Society, and
exercise the care, diligence and skill of a reasonably prudent person.

5.8 The requirements of this bylaw are in addition to an enactment or rule of law or equity relating to the duties or liabilities of directors of a Society.

5.9 Nothing in a contract, the constitution or bylaws, or the circumstances of a director's appointment relieves a director from:

a) The duty to act in accordance with the Act and the regulations, or

b) A liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust which the director may be guilty of in relation to the Society.

5.9 If a director holds an office or possesses or is pursuing a right or interest that does or may conflict with that director's duty to the Society, the nature and extent of that conflict must be disclosed, so that the Board and that director may determine its significance and act accordingly.

Part 6 – Directors' Meetings

Calling directors' Meetings

6.1 A directors' meeting may be called by the president of by any 2 other directors.

Notice of directors' meetings

6.2 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

6.3 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

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

Quorum of Directors

6.5 The quorum for the transaction of business at a directors' meeting is a majority of directors.

Part 7 - Board Positions

Election of appointment to Board positions

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

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

Directors at large

7.2 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

7.3 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

7.4 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

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

a) issuing notices and taking minutes of general meetings and directors' meetings;
b) keeping society records in accordance with the Act;
c) conducting the correspondence of the Board;
d) filing the annual report of the Society and any other filings with the registrar under the Act.

Absence of secretary from meeting

7.6 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

7.7 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 filing respecting taxes.

Part 8 - Remuneration of Directors and Signing Authority

Remuneration of Directors

8.1 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.

Signing authority

8.2 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 prove a signature, by the vice-president together with one other director
c) if neither of the above are able 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 record on behalf of the Society.