

## **Fernie & District Historical Society**

### **Constitution**

1. The name of the Society is “FERNIE & DISTRICT HISTORICAL SOCIETY”.
2. The objects and purposes of the Society are:
  - a. to gather, preserve, manage and publish information and records connected with the history of the area;
  - b. to gather, preserve and manage objects connected with the history of the area;
  - c. to lead and organize the citizens of the City of Fernie and District in the development of an historical society and historical museum,
  - d. to maintain and operate an historical museum and relevant facilities;
  - e. to promote the best interests of the community generally;
  - f. to engage in work of an educational nature by carrying out relevant public programming and hosting exhibits that speak to the community’s collective experience;
  - g. to purchase, take on lease, hire or otherwise acquire and hold lands or buildings or any interest therein for the purposes of operating an historical museum, managing collections and archives, carrying out public programming, and equipping the historical museum with the usual and necessary adjuncts;
  - h. to promote a sense of place and identity, and the preservation, conservation and interpretation of heritage buildings and cultural landscapes through workshops and programs;
  - i. to apply for and receive all available grants and aids;
  - j. to receive, acquire and hold gifts, donations, legacies and devises; and
  - k. to devote its revenues solely to the above-mentioned objects and purposes.

# Fernie & District Historical Society

## Bylaws

### 1. Part 1 – Interpretation

1.1 In these bylaws, unless the context otherwise requires:

- (a) “Society” means the Fernie & District Historical Society, hereinafter referred to as the “Society”;
- (b) “Board”, “Board of Directors” and “Directors” means the Directors of the Society for the time being;
- (c) “*Society Act*” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
- (d) “registered address” of a Society member means the member’s address as recorded in the register of members, and may be referred to as the address of record;
- (e) “term” is a period of time generally counted as the interval between successive Annual General Meeting. When applied to Directors term may include shorter or multiple such intervals;
- (f) “meeting” means a General Meetings, Annual General Meeting or Extraordinary General Meeting, and does not include a Board of Directors Meeting or Directors’ Committee Meeting;
- (g) “Board of Directors Meeting” is a meeting of the Directors;
- (h) “Special Resolution” means any of the following:
  - (i) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person or by proxy;
  - (ii) a resolution consented to in writing by all of the voting members;

1.2 The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

1.3 Words importing the singular include the plural and vice-versa, and words importing a male person include a female person and a corporation.

### 2. Part 2 – Membership

#### Admittance to Membership

- 2.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.2 A person may apply to the Directors for membership in the Society and upon payment of the annual dues and on acceptance by the Directors, is admitted to membership.
- 2.3 On being admitted to membership, each member is entitled to an electronic copy of the Society's Constitution and bylaws. Without charge, each member may request an electronic copy of the Society's Constitution and bylaws.
- 2.4 Every member must uphold the Society's Constitution and comply with these bylaws.
- 2.5 The amount of the annual membership dues must be determined by the Directors.

#### Cessation of Membership

- 2.6 A person ceases to be a member of the Society:
  - (a) by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or
  - (b) on his or her death or, in the case of a corporation, on dissolution, or
  - (c) on being expelled, or
  - (d) on having been a member not in good standing for a period of time prescribed by resolution of the Board of Directors.

#### Expulsion

- 2.7 A member may be expelled by a special resolution of the Board of Directors passed at a regularly constituted Board of Directors Meeting.
- 2.8 The notice of special resolution for expulsion must be accompanied by a brief statement of the reason(s) for the proposed expulsion; this notice must be sent to the subject member at his address or electronic address of record, at least fifteen days in advance.
- 2.9 The member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard in person at the Directors' meeting before the resolution is put to a vote. If the member is not in attendance or otherwise represented, the Directors will nonetheless vote on the resolution for expulsion.
- 2.10 An appeal against an expulsion may be made in person at the next regular Board of Directors meeting if the person was unable to attend the meeting at which the resolution for expulsion was passed. This is the only avenue for appeal.

#### Standing

- 2.11 All members are in good standing except a member who has failed to pay his current annual membership dues, or any other subscription or debt due and owing by the member to the Society. A member is not in good standing so long as the dues, subscription or debt remains unpaid.

#### Dues and Debts

- 2.12 The annual membership dues will be set by the membership at an Annual General Meeting, by a simple majority vote.
- 2.13 Should any member fail to pay dues or debts as prescribed under these bylaws, his name shall be deleted from the membership list for not being a member in good standing. The Directors may however reinstate such a person upon full payment of outstanding and current dues or debts.

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

#### Notice of General Meetings

- 3.1 General Meetings of the Society must be held at the time and place, in accordance with the *Society Act*, that the Directors decide.
- 3.2 Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
- 3.3 The Directors may, when they think fit, convene an Extraordinary General Meeting.
- 3.4 At the written request of ten percent or more of members then in good standing, the Board of Directors must without delay convene an Extraordinary General Meeting. The members' request must:
- (a) be addressed to the Board of Directors; and
  - (b) state the meeting's purpose; and
  - (c) be signed by the requisitioning members; and
  - (d) be delivered or sent by registered mail to the Society's office.
- 3.5 Notice of meetings must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
- 3.6 The Directors shall make their best efforts to make draft resolutions for a meeting available to Members as soon as practicable.
- 3.7 A notice may be given to a member, either personally, by mail at the member's mailing address or by electronic mail to the member's electronic address of record.

- 3.8 A notice sent by mail or electronic mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle or sent by electronic mail to the member's electronic address of record.
- 3.9 Notice of the Annual General Meeting must be delivered to members at least forty-five calendar days prior to the date of an Annual General Meeting.
- 3.10 Notice of a General Meeting must be given to
- (a) every member shown on the register of members on the day notice is given, and
  - (b) the Auditor, if bylaw 9.7 applies.
- 3.11 No other person is entitled to receive a notice of a General Meeting.
- 3.12 Notice of a General Meeting may be delivered by ordinary or electronic mail, and shall be deemed to be validly delivered on the date of such mailing to the member's address or electronic mail address of record.
- 3.13 Where delivery by the terms specified above is deemed to be impractical by the Directors, such notice may be effectively given by publishing it in a newspaper of general circulation in the City of Fernie, at least forty-five days prior to a meeting.
- 3.14 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting, provided a quorum is present.

#### Attendance and Voting

- 3.15 Attendance and voting at a General Meeting may be in person, by proxy or by such electronic or other means as may be determined by the Directors from time to time.

#### AGM intervals

- 3.16 An Annual General Meeting must be held at least once in every calendar year and not more than fifteen months after the holding of the preceding Annual General Meeting.

### **4. Part 4 – Business and Proceedings at General Meetings**

- 4.1 Special business under the *Society Act* includes:

- (a) all business at an Extraordinary General Meeting except the adoption of rules of order, and
- (b) all business conducted at an Annual General Meeting, except the following:
  - (i) the adoption of rules of order;

- (ii) the consideration of the financial statements;
- (iii) the report of the Auditor, if any;
- (iv) the report of the Directors;
- (v) the election of Directors;
- (vi) the appointment of the Auditor, if required;
- (vii) the other business that, under these bylaws, ought to be conducted at an Annual General Meeting, or business that is brought under consideration by the report of the Directors.

#### Quorum

- 4.2 A quorum at a General Meeting is three Directors and any other five members of the Society who are in good standing and who are present in person or by proxy.
- 4.3 If at any time during a General Meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.4 Business, other than the election of a Chair and the adjournment or termination of the meeting, must not be conducted at a General Meeting at a time when a quorum is not present.
- 4.5 If within thirty minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty minutes from the time appointed for the meeting, any members present constitute a quorum.

#### Chair

- 4.6 The President of the Society, the Vice President or, in the absence of both, one of the other Directors present, must preside as Chair of a General Meeting.
- 4.7 If at a General Meeting
  - (a) there is no President, Vice President or other Director present within fifteen minutes after the time appointed for holding the meeting, or
  - (b) the President and all the other Directors present are unwilling to act as the Chair, the members present must choose one of their number to be the Chair.

#### Adjournment

- 4.8 A General Meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 When a meeting is adjourned for ten days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- 4.10 Except as provided in these bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned General Meeting.

#### Resolutions and Voting

- 4.11 Any member may propose a resolution at a General Meeting. A resolution proposed must be seconded, and the Chair of a General Meeting may move, second or propose a resolution.
- 4.12 The Chair of a General Meeting shall not vote unless there is a tie. In the case of a tie vote, the Chair casts the deciding vote.
- 4.13 A member in good standing is entitled to one vote at a General Meeting.
- 4.14 Voting is by show of hands, or by ballot if requested by a majority of members in attendance, and the matter is decided by a simple majority of votes cast.
- 4.15 Voting by proxy is permitted.
- 4.16 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the Society.

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

#### Powers of Directors, Validity of Acts

- 5.1 The President, Vice President, Secretary, Treasurer and one or more other persons make up the Society's elected Board of Directors, which oversees the Society's affairs and business.
- 5.2 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by Statute or otherwise lawfully directed or required to be exercised or done by the Society in a General Meeting, but subject nevertheless, to
- (a) all laws affecting the Society;
  - (b) these bylaws and Constitution; and
  - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a General Meeting.

- 5.3 A rule, made by the Society in a General Meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been subsequently made.
- 5.4 An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.

#### Number of Directors, Nominations, Balance of Terms and Elections

- 5.5 The number of Directors must be five, or a greater number as determined from time to time by the Board of Directors.
- 5.6 Directors are elected by the membership at the Annual General Meeting.
- 5.7 To balance the Society's need for steady continuity and innovative renewal:
- (a) the term of any Director elected prior to 2016 will end at the Annual General Meeting in 2017;
  - (b) the term of any Director elected in 2016 will end at the Annual General Meeting in 2018;
  - (c) the term of any Director elected or appointed in or after 2017 will end at the second Annual General Meeting following that Director's election or appointment; and
  - (d) any Director or previous Director may stand for election or re-election upon the ending of that Director's term.
- 5.8 An election may be by acclamation, otherwise it must be by secret ballot.
- 5.9 Retired Directors will do whatever is reasonable to facilitate the smooth and prompt transfer of the Society's accounts, its business and administrative records, and all other Society assets, in their entirety, to the incoming Board of Directors.

#### Board Vacancy, Appointment of Director

- 5.10 The Board of Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Board of Directors, or to bring a complementary or needed skillset to the Board.

#### Removal of Director

- 5.11 The members may, by passing a special resolution at an Extraordinary General Meeting, remove a Director before the expiration of that Director's term of office, and may elect a successor to complete the term of office.

#### Expense Reimbursement



5.12 A Director must not be remunerated for being or acting as a Director, but a Director must be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

## **6. Part 6 – Proceedings of Directors**

### Board of Directors Meeting

6.1 The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

### Notice of Board of Directors Meeting

6.2 At the first Board of Directors Meeting after each Annual General Meeting, the Directors shall set a meeting schedule for the next twelve months. The Board of Directors may vary that schedule as they see fit from time to time, and as soon as practicable, the President must cause notice of any variation to be given to all Directors.

6.3 A Director may at any time, and the Secretary, on the request of a Director, must, convene a Board of Directors Meeting. As soon as practicable, the President must cause notice of such meeting to be given to all Directors.

6.4 At a Board of Directors Meeting:

- (a) any Director may appear via teleconference.
- (b) any Director may vote by proxy.

### First Meeting Notice

6.5 For a first Board of Directors Meeting held immediately following the appointment or election of a Director or Directors at an Annual General Meeting, or for a Board of Directors Meeting at which a Director is appointed, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s) for the meeting to be constituted, if a quorum of the Directors is present.

### Quorum for Board of Directors Meeting

6.6 Quorum for Board of Directors Meetings:

- (a) shall be fifty percent plus one of Directors then in office, unless the Directors have set a different quorum in advance for a specific Board of Directors Meeting; and
- (b) must be a minimum of three Directors.

6.7 A Board of Directors Meeting shall include only members of the Board of Directors, management employees, and any individual invited by the Board of Directors.

### Chair

- 6.8 The President is the Chair of all Board of Directors Meetings, but if at a Board of Directors Meeting the President is not present within ten minutes after the time appointed for holding the meeting, the Vice President must act as Chair, but if neither is present the Directors present may choose one of their number to be the Chair at that meeting.

#### Policies

- 6.9 Directors may from time to time create policies in respect to but not limited to the following:
- (a) conduct of themselves, of members, and of the Society's management employee(s);
  - (b) qualifications of Directors and employees;
  - (c) operational policies and procedures; and
  - (d) conflict(s) of interest.

#### Committees

- 6.10 The Directors may delegate any, but not all, of their powers to Directors' Committees, as the Directors may see fit.
- 6.11 A Committee Meeting shall include only members of the Board of Directors, management employees, and any individual invited by the Board of Directors.
- 6.12 A Committee so formed, in the exercise of the powers so delegated, must conform to any rules or mandate imposed on it by the Directors, and must report every act or thing done in the exercise of those powers to the earliest Board of Directors Meeting held after the act or thing has been done.
- 6.13 A Committee must elect a Chair of its meetings, but if no Chair is elected, or if at a meeting the Chair is not present within 10 minutes after the time appointed for holding the meeting, the Directors present who are members of the Committee must choose one of their number to be the Chair of the meeting.
- 6.14 The members of a Committee may meet and adjourn as they think proper.

#### Director's Absence

- 6.15 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter or electronic means, of any Board of Directors Meeting and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of Board of Directors Meeting is not required to be sent to that Director, and

- (b) any and all Board of Directors Meeting(s), notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.

#### Voting at Board of Directors Meetings and Directors' Committee Meetings

- 6.16 Questions arising at a Board of Directors Meeting and Directors' Committee must be decided by a simple majority of votes. The Chair of a Board of Directors Meeting or a Directors' Committee shall not vote unless there is a tie. In the case of a tie vote, the Chair casts the deciding vote.
- 6.17 A resolution proposed at a Board of Directors Meeting or Directors' Committee needs to be seconded, and the Chair of a meeting may move or propose a resolution.
- 6.18 At a Board of Directors Meeting and Directors' Committee meeting, voting may be by proxy.
- 6.19 Any Director may circulate to all Directors, electronically or by mail, a proposed resolution, and such resolution will be adopted provided that a majority of Directors indicate their assent by return electronic communication or mail. If a resolution passes, then it will be placed within the minutes of the next Board of Directors Meeting, and will be valid and effective as if regularly passed at a Board of Directors Meeting. In the event of a tie, the resolution must be tabled and adjourned to the next Board of Directors Meeting.

### **7. Part 7 – Board Positions and Duties of Officers**

- 7.1 At first Board of Directors Meeting held immediately following the appointment or election of a Director or Directors at an Annual General Meeting, Directors must select from amongst themselves the appointments to the following Board positions, and a director, other than the President and Vice President, may hold more than one position:
  - (a) President;
  - (b) Vice President;
  - (c) Secretary; and
  - (d) Treasurer.
- 7.2
  - (a) The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary Treasurer.
  - (b) If a Secretary Treasurer holds office, the total number of Directors must not be less than five.
- 7.3 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.

#### 7.4

- (a) The President presides at all meetings of the Society and of the Directors.
- (b) The President is the chair of the Board and is responsible for supervising the other Directors and senior management employees in the execution of their duties.

#### 7.5

- (a) 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.
- (b) The Vice President assists the President in carrying out the President's duties.

#### 7.6

- (a) The Secretary is responsible for doing, or making the necessary arrangements for, the following:
  - (i) conducting the correspondence of the Society;
  - (ii) causing notices of meetings of the Society and Directors to be issued;
  - (iii) keeping minutes of all meetings of the Society and Directors;
  - (iv) ensuring safekeeping of all records and documents of the Society except those required to be kept by the Treasurer; and
  - (v) ensuring that a register of members is maintained.

#### 7.7

- (a) The Treasurer is responsible for doing, or making the necessary arrangements for, the following:
  - (i) keeping the financial records, including books of account, necessary to comply with the *Society Act*;
  - (ii) keeping accounting records in respect of the Society's financial transactions;
  - (iii) preparing the Society's financial statements;
  - (iv) rendering the Society's financial statements to the Directors, members and others when required;
  - (v) receiving and banking monies collected from the members or other sources; and

(vi) making the Society's filings respecting taxes.

- 7.8 In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.
- 7.9 The immediate Past-President:
- (a) shall hold office for the term of the President who has succeeded them;
  - (b) may attend any Board of Directors Meetings;
  - (c) may assist the Board of Directors as an advisor;
  - (d) if continuing as a Director, may vote at any Board of Directors Meeting; and
  - (e) if no longer a Director, may not vote at any Board of Directors Meeting.
- 7.10 The Directors may appoint one or more senior managers, such as an executive director, to exercise the Directors' authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society.

## **8. 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 the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- (a) A debenture must not be issued without the authorization of a special resolution at a General Meeting.
  - (b) The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

## **9. Part 9 – Auditor**

- 9.1 This Part applies only if the Society is required or has resolved to have an auditor.
- 9.2 The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.
- 9.3 At each Annual General Meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.
- 9.4 An auditor may be removed by ordinary resolution.
- 9.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 9.6 A Director or employee of the Society must not be its auditor.

9.7 The auditor may attend General Meetings.

**10. Part 10 – Bylaws**

10.1 On being admitted to membership, each member is entitled to an electronic copy of the Society's Constitution and bylaws. Without charge, each member may request an electronic copy of the Society's Constitution and bylaws.

10.2 These bylaws must not be altered or added to except by special resolution.

**11. Part 11 – Operational Area**

11.1 The operations of the Society are to be chiefly carried on in the City of Fernie and surrounding District in the Province of British Columbia.

**12. Part 12 – Dissolution**

12.1 Upon dissolution or winding up of the Society the assets will be transferred to any other historical Society in British Columbia or to any branch of the Government in Canada whether Municipal, Federal, Provincial or other.