

Constitution of The Rossland Historical Museum and Archives Association

1. The name of the Association shall be the “Rossland Historical Museum and Archives Association” (The “Association”).

2. The purposes of the Association are:
 - a) To encourage historical research and stimulate public interest in local history and subjects of local scientific interest;
 - b) To promote the preservation and marking of historical sites, relics, natural features and other objects and places of historical interest;
 - c) To record and preserve early history of Rossland and contiguous districts;
 - d) To secure and preserve old documents, objects, photographs and life sketches of pioneers;
 - e) To give these matters such publicity as may be possible through the press and other mediums and Reports of the Association;
 - f) To purchase, lease, build or otherwise acquire any lands, buildings or property either real or personal, which may be required for the purposes of, or capable of being used in connection with any of its objects;
 - g) To maintain such premises and facilities as may be deemed necessary to the objects of the Association from time to time;
 - h) To raise money, for the furtherance of its objects, by subscription, contributions, donations, the sale of any of its property or assets, the issue of debentures, or otherwise in accordance with the aims and objects of the Association;
 - i) To do all such other things as are incidental to the objects of the Association.

Bylaws of The Rossland Historical Museum and Archives Association

PART 1 – Definitions and Interpretation

1.1 In these bylaws:

“**Act**” means the *Societies Act of the Province of British Columbia* as amended from time to time;

“**Association**” means the Rossland Historical Museum and Archives Association;

“**Board**” means the Trustees of the Association;

“**Bylaws**” means these Bylaws as altered from time to time;

“**Electronic communication**” for all meetings means teleconferencing or Skype or equivalent’;

“**Ordinary Resolution**” means any of the following

a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members

b) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3rds of the voting members;

“**Special Business**” means all business conducted at a General Meeting aside from the business that must be conducted at an Annual General Meeting;

“**Special Resolution**” means any of the following:

(a) a resolution passed at a general meeting by at least 2/3rds of the votes cast by the voting members;

(b) a resolution consented to in writing by all of the voting members.

“**Trustee**”, in relation to a society, means an individual who has been designated, elected or appointed, as the case may be, in accordance with section 42 [*designation, election and appointment of trustees*], as a member of the board of trustees of the society, regardless of the title by which the individual is called;“

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 – Place of Operation

2.1 The Association operates chiefly in the City of Rossland and Districts.

PART 3 – Type of Organization

3.1 The Association is operated as a non-profit charitable institution. All profits shall be used to promote its purposes. This provision shall not prevent the payment of reasonable remuneration to any servant of the Association in return for services rendered to the Association. This provision was previously unalterable.

PART 4 – Membership

4.1 A person may become a member of the Association by submitting a completed application form and paying the appropriate membership dues to museum staff.

Duties of Members

4.2 Every member must uphold the Constitution of the Association and comply with these Bylaws and all policies adopted by the Board.

Amount and payment of membership dues

4.3 The amount of annual dues for each membership category must be determined by the Board no more than once per calendar year.

4.4 Annual memberships may be received at any time and are effective for twelve (12) months from receipt of the application form and membership dues.

Categories of Membership and Voting

- 4.5
 - i. **Individual** members: one (1) vote;
 - ii. **Family** members: a group of individuals, including no more than two persons over the age of 19, all residing together as a family at the same address. They have one (1) vote per family;
 - iii. **Organizational** members: includes non-profit and charitable societies or associations. There is one (1) vote per organization;
 - iv. **Corporate** members: includes, but is not limited to, for-profit corporations, organizations and proprietorships. There is one (1) vote per organization.
 - v. **Associate** members: those not included in other categories. They are not entitled to a vote.
 - vi. **Honourary** lifetime members includes those whose membership has been granted by the Board in recognition of service to the Association or the community at large. They are not entitled to a vote.

Member not in good standing

- 4.6** A member is not in good standing if the member fails to pay the member's annual membership dues. The member is not in good standing for so long as those dues remain unpaid.
- 4.7** 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

- 4.8** A person ceases to be a member of the Association
- a) by giving a resignation in writing by post or email to the Secretary-Treasurer, or to the address of the Association;
 - b) on being expelled; or
 - c) when the person is not in good standing for six (6) consecutive months.
- 4.9** Before expulsion, the Board must
- i. send written notice to the member of the proposed expulsion, including reasons,
 - ii. give the member a reasonable opportunity to make representations to the Board regarding the proposed discipline or expulsion; and
 - iii. give the person who is the subject of the proposed action an opportunity to make representations to the Board before the decision is put to a vote.

Notices to members

- 4.10** A notice must be given to a member, either personally, or in writing at the member's registered mailing address or by email.

PART 5 — Boards

Number of trustees on the Board

- 5.1** The association must have no fewer than three (3) and no more than eleven (11) trustees.

Length of term of trustees

- 5.2** Trustees are elected for a term of two years. No trustee shall hold office for more than eight (8) consecutive years.

Election or appointment of boards

- 5.3** Each year the president shall appoint a nomination committee comprised of Association members to nominate candidates for the positions of trustee, to be filled at the annual general meeting.
- 5.4** At each annual general meeting the voting members entitled to vote for the election or appointment of trustees must elect or appoint the Trustees.
- 5.5** Trustees must be elected or appointed to the following Board positions. A trustee, other than the president, may hold more than one position. The trustees shall appoint these positions from among themselves.
- i. president
 - ii. vice-president
 - iii. secretary
 - iv. treasurer
- 5.6** Trustees who are elected or appointed to the Board in addition to the above positions shall be trustees at large.
- 5.7** The Trustees hold office until, and must retire at, the end of each annual general meeting upon election of their successors.
- 5.8** Trustees elected at an Annual General Meeting shall hold office beginning at the adjournment of that meeting.
- 5.9** A representative of the City of Rossland may sit on the board ex-officio, but does not have voting rights.

Expulsion of a trustee

- 5.10** The Board may remove a trustee before the end of term of office, using the criteria for terminating members set out in **4.9**.

Trustees may fill casual vacancy on Board

5.11 The Board may at any time appoint a member as a trustee to fill a vacant seat that arises on the Board as a result of the resignation, expulsion, death or incapacity during a trustee's term of office.

5.12 A trustee appointed by the Board to fill a vacancy does so until the ensuing annual general meeting.

Role of President

5.13 The president is the chair of the Board and is responsible for

- i. supervising the other trustees;
- ii. calling general and annual meetings
- iii. chairing board and general meetings; and
- iv. representing the Association.

5.14 The vice-president is the vice-chair of the Board and carries out the duties of the president if the president is unable to do so.

Role of Secretary

5.15 The secretary is responsible for either undertaking, or making the necessary arrangements for

- i. issuing notices of general and board meetings;
- ii. taking minutes of general and board meetings;
- iii. keeping records of the Association in accordance with the Act;
- iv. corresponding on behalf of the Board; and
- v. filing the annual report and other filings with the registrar under the Act on behalf of the Association.

Role of Treasurer

5.16 The treasurer is responsible for doing, or making the necessary arrangements for

- i. receiving and banking monies collected from the members or other sources;
- ii. keeping accounting records in respect of the Association's final transactions;
- iii. preparing the Association's financial statements; and
- iv. making the Association's filing respecting taxes

Remuneration of trustees

5.17 These Bylaws do not permit the Association to pay a trustee remuneration for being a trustee, but the Association may, subject to the Act, pay remuneration to a trustee for services provided by the trustee to the Association in another capacity.

Signing authority

5.18 A contract or other record to be signed by the Association must be signed on behalf of the Association

- a) by the president, together with one other trustee;
- b) if the president is unable to provide a signature, by the vice-president together with one other trustee;
- c) if the president and vice-president are both unable to provide signatures, by any 2 other trustees; or
- d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Association.

PART 6 — Board Meetings

Calling a board meeting

6.1 A board meeting may be called by the president or any two (2) other trustees.

6.2 The Board shall meet not less than four (4) times per year.

Notice of board meetings

6.3 At least two (2) days' notice of a board meeting must be given unless all the board agrees to a shorter notice period.

Proceedings valid despite omission to give notice

6.4 The accidental omission to give notice of a meeting, or the non-receipt of a notice by a trustee does not invalidate proceedings at the meeting.

Conduct of board meetings

6.5 The Board may regulate its meetings and proceedings as it sees fit.

- 6.6 The quorum for the transaction of business at a board meeting is the majority of board members.
- 6.7 Questions arising at a meeting of the Board, or a committee appointed by the Board, must be decided by a majority of votes of those present.
- 6.8 In the case of a tie vote, the Chair must withdraw his or her vote.
- 6.9 A trustee may participate in a meeting by electronic means.
- 6.10 Motions under consideration by the Board may be decided through email voting with the same quorum as applies to in-person meetings as long as the voting period is clearly communicated in the email and is not less than three (3) days in duration with 24 hours to request further discussion. The resolution may be passed prior to the end date only if the outstanding votes will have no effect on the outcome.

Absence of secretary from meeting

- 6.10 In the absence of the secretary from a meeting, the Board must appoint another individual to act as recording secretary.

Trustee's Conflict of Interest

- 6.11 Any trustee who has a perceived or real conflict of interest in any matter that the trustees are considering must disclose this and abstain from voting on a trustees' resolution or consenting to a consent resolution of trustees regarding that matter.
- 6.12 The trustee in question must leave the trustees' meeting
 - a) when the matter is discussed, unless asked by the other trustees to be present;
 - b) when the other trustees vote on the contract, transaction or matter;and refrain from any attempt to influence the discussion or vote.
- 6.13 A disclosure of conflict of interest must be recorded in the minutes of the meeting.

PART 7 — General Meetings of Members

Time, place and notice of a general meeting

- 7.1 A general meeting must be held at least once in every calendar year at the time and place the Board determines.
- 7.2 Notice of a general meeting must be given to every member on the register and the auditor thirty (30) days in advance of the meeting.
- 7.3 Special resolutions must be included in that notice.
- 7.4 Notice must state any other business beyond ordinary business to be conducted at the meeting in sufficient detail to permit a member to form a reasoned judgment regarding that business.
- 7.5 No other person is entitled to receive a notice of a general meeting.

Chair of general meeting

- 7.6 The president, or in his or her absence, the vice-president, shall act as chair. If both are absent, a chair shall be elected from members present, first from trustees.

Quorum

- 7.7 Business, other than election of the chair and adjournment or termination must not be undertaken unless a quorum is present.
- 7.8 The quorum for transaction of business at a general meeting is three (3) members.
- 7.9 If within thirty (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 request of members (see 7.19), 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. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time set, the members present constitute quorum.
- 7.10 If during a general meeting, there ceases to be a quorum, business in progress must be suspended. If quorum is not restored after thirty (30) minutes then the meeting is adjourned or terminated.

Order of business at a general meeting

- 7.11 The order of business at a general meeting is to

- a) elect a chair if necessary;
- b) determine if there is quorum;
- c) approve the agenda;
- d) approve the minutes from the last general meeting;
- e) address unfinished business from the previous general meeting;
- f) if the meeting is an annual general meeting
 - i. receive the trustee's report on the Association's financial statements for the previous financial year, and the auditor's report if any.
 - ii. receive trustees' reports
 - iii. elect or appoint trustees
 - iv. appoint an auditor if any
- g) address new business, including that which notice has been given to members in the meeting notice.

Electronic participation

7.12 Electronic participation is permitted. However, the Association is not obliged to provide the means.

Methods of voting

7.13 Voting is by show of hands, oral vote or secret ballot as determined by the chair.

7.14 Voting by proxy is not permitted

7.15 All resolutions shall be passed by a simple majority of the votes, except for Special Resolutions, which require a majority of two-thirds (2/3) of the votes cast.

Announcement of result

7.16 The chair of a general meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.

Adjournments by chair

7.17 The chair of a general meeting may, if directed by the voting members at the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation other than that left unfinished from the adjourned meeting.

Notice of continuation of adjourned general meeting

7.18 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be undertaken at a continuation of an adjourned gen-

eral meeting unless that meeting is adjourned for thirty (30) days or more. In that case, notice of continuation must be given.

Request for a general meeting by members

- 7.19** Upon receipt of a written request to the mailing address of the Association and each of its trustees, including the names and signatures of not less than 10 % of members and the business to be considered at the requested meeting, the board must call a general meeting, to be held within sixty (60) days of receipt of the request. Notice of that meeting must be given. If the trustees do not call a meeting within twenty-one (21) days, then a majority of those who requested it may call the meeting. This meeting must be called within sixty (60) days of the 21-day expiry period and called and held in the same way as a general meeting.

PART 8 — Committees

- 8.1** The Board may create or disband standing and special committees as required. These committees may be composed of members, trustees and the public as approved by the Board. The Board may delegate any, but not all, of their powers to committees. Any committee must work within its terms of reference. The Board has the power at any time to revoke or over-ride any authority given to a committee, or act to be undertaken by the committee, except those done previously, and to terminate the committee, change its membership and fill vacancies.

PART 9 — Bylaws

- 9.1** The bylaws of the Association shall not be altered except by Special Resolution of the Association's members.
- 9.2** Each member is entitled to a copy of the Association's Constitution and Bylaws. The Association shall give the member upon written request, a copy of the Constitution and Bylaws free of charge.

PART 10 — Borrowing

- 10.1** In order to carry out the purposes of the Association, the Board may, on behalf of, and in the name of the Association, raise or secure payment or repayment of money in the way it decides, in particular, but without limiting that power, by issue of debentures.
- 10.2** A debenture and all other forms of borrowing must not be issued without the authorization of at least 75% of trustees.
- 10.3** The members may, by special resolution, restrict the borrowing powers of the Board, but such a restriction expires at the next Annual General Meeting.

PART 11 — Fiscal Year and Auditor

- 11.1** The fiscal year of the Association will be for the 12-month period ending September 30th, or such other period of twelve (12)consecutive months as may from time to time be approved by the members.
- 11.2** At each general meeting, the Association may appoint an auditor to hold office until the next annual general meeting.
- 11.3** An auditor may be removed by ordinary resolution.
- 11.4** An auditor must be promptly informed in writing of his or her appointment or removal.
- 11.5** A Trustee or employee of the Association must not be its auditor.
- 11.6** The auditor may attend general meetings.

PART 12 — Winding up of the Association

- 12.1** Upon winding up of the Association, the liquid assets which remain after payment of all costs, charges and expenses incurred in the process shall be distributed to any museum, organization, or organizations in British Columbia deemed able to make best use of them. The archive files must be given to whichever archive or archives in British Columbia is deemed able to make best use of them. If requested, the artifacts must be returned to the original donors. The remaining will be dealt with according to the Association's collections policy.

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