

**Constitution and By-Laws  
of the  
Creston & District Historical & Museum Society**

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**Registered under the  
Society Act of British Columbia  
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## **Constitution of the Creston & District Historical & Museum Society**

1. The name of the Society is the Creston & District Historical & Museum Society.
2. The purposes of the Society are:
  - a) to provide a central source of information respecting the history of Creston and the outlying area;
  - b) to maintain and develop a museum for the collection, preservation, and exhibition of objects of historic interest and value to the Creston area;
  - c) to collect and preserve information, documents, and other worthwhile material of historical value to the Creston area;
  - d) to collect and compile scattered references in newspapers, magazines, and other sources;
  - e) to record and preserve the recollections of old-timers;
  - f) to identify, mark, or document places of historical interest in the Creston area;
  - g) to provide assistance, information, and guidance to Government, business, or other agencies in identifying and preserving items and sites of historical interest;
  - h) to ensure that the facilities, collections, and programs of the Historical Society are accessible to the public, within the limitations of Historical Society resources and its goal of preservation;
  - i) to maintain cordial relations and to interchange information with historical societies in the neighbouring areas and at provincial and federal levels.

# By-Laws of the Creston & District Historical & Museum 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;
- “**Society**” means the Creston & District Historical & Museum Society;
- “**Board**” means the Board of Trustees of the Society;
- “**By-Laws**” means these By-Laws as altered from time to time;
- “**Executive Officer**” means a member of the Board’s Executive.
- “**Active Member**” means an Individual, Family, Patron or Life Member with paid current dues.

### Definitions in Act apply

1.2 The definitions in the Act apply to these By-Laws.

### Conflict with Act or regulations

1.3 If there is a conflict between these By-Laws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## PART 2 – MEMBERS

### Membership

- 2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s receipt of the application.
- 2.2 The Society shall consist of Individual Members, Family Members, Patron Members and Life Members, and by definition will be collectively called Active Members.
- (a) Individual Members shall be persons who wish to participate in the affairs of the Society by the exercise of full voting privileges in accordance with the provisions of these By-Laws.
  - (b) Family Members shall be two or more persons at one residential address and shall be entitled to two votes per family. The names of the two voting representatives shall be chosen at time of membership application, shall be considered Active Members and entered into the membership roll.
  - (c) Patron Members shall be persons, businesses, or organizations who are Individual or Family Members in good standing and who choose to make an additional financial contribution to the Historical Society at the time of paying their membership dues. The minimum additional donation to qualify for Patron Membership status shall be determined by the Directors. Full voting privileges shall be extended to one person in the case of an Individual Patron Member, and to two persons in the case of Family Patron Members.
  - (d) Life Membership may be conferred upon persons for service to the Society. Each proposal to enrol a person as life member for services rendered shall be submitted upon recommendation by the Executive to the Annual General Meeting (hereafter ‘AGM’).
- 2.3 A member must be at the age of sixteen (16) years or over.

### **Duties of members**

- 2.4.** Every member shall uphold the Constitution of the Society and shall comply with these By-Laws.
- 2.5** Eligibility to serve as Board Members of the Society shall be vested in Active Members in good standing.
- 2.6** The right to vote on Society affairs shall be vested in Active Members in good standing that shall be entitled to one vote each, and to Family Members who will be entitled to two votes per family in accordance with the definitions.

### **Membership dues**

- 2.7** The scale and amount for membership fees shall be determined, from time to time, by the Board, subject to approval by a general meeting of the Society.
- 2.8** Annual membership fees or dues shall be paid yearly in advance. Any fee paid during the year is good only to the end of that year.

### **Member not in good standing**

- 2.9** An Active Member is not in good standing if the member fails to pay the 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**

- 2.10** An Active 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**

- 2.11** An Active Membership in the Society shall be terminated and removed from the membership roll by the Secretary when:
  - (a) The member is not in good standing for eighteen (18) consecutive months.
  - (b) The member resigns by delivering a written resignation to the Secretary of the Board, effective on the date received by the Board. No portion of any prepaid dues is refundable and the membership is not transferable.
  - (c) The member is expelled in accordance with the By-Laws.
  - (d) The member dies.

### **Discipline and expulsion of member**

- 2.12** A special resolution of the Board shall have authority by not less than two-thirds majority vote, which may be by letter-ballot, to discipline or expel any Active member from the Society for any one or more of the following grounds:
  - (a) Violating any provision of the Constitution, By-Laws, or written policies of the Society;
  - (b) Carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion.
- 2.13** Before a member of the Society is disciplined or expelled under section 2.12 of the By-Laws, the Board members shall:

- (a) Provide the member with twenty-one (21) days written notice of the proposed discipline or expulsion, together with a brief statement and reasons;
  - (b) Give the member facing discipline or expulsion an opportunity to be heard at the Board members meeting prior to any decision being rendered.
- 2.14** Should the Board not approve the special resolution discipline or expulsion under section 2.12 of the bylaws, the matter shall not be entered in the minutes of the relevant Board meetings.
- 2.15** A member of the Executive may be suspended or expelled in the same manner that any other member of the Society may be suspended or expelled.

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

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

- 3.1** The AGM shall be held on a day in the month of March or April each year, or as near thereto as circumstances permit, in accordance with the Act, as the Board determines.
- (a) Notice of AGM:
    - (i) Shall be deemed given to every Active Member if advertised, e-mailed, phoned or mailed at least one (1) month prior to the AGM.
  - (b) Nominating Committee:
    - (i) At least two (2) months prior, the Board shall appoint a Nominating Committee of not less than three (3) members who shall be responsible for the preparation of a slate of Trustees to be elected. Nominations will not be accepted from the floor.
    - (ii) The slate of Trustees will be presented at the regular Board meeting immediately preceding for approval by the Board.
  - (c) Auditor's Report:
    - (i) At the AGM of the Society the report of the auditor or auditors shall be approved. If rejected, another auditor must be elected and the audit submitted, either to a continuation of the meeting or to a Special Meeting.
- 3.2** At least fourteen (14) days notice of any general meeting, specifying the place, the date, and the hour of the meeting, and in the case of special business, shall be given to the members, but the non-receipt of such nature by any member shall not invalidate the proceedings at any general meeting.
- 3.3** On any motion or questions involving the financial arrangement or transactions of the Society, including the fixing of the amount of the annual dues placed before a general meeting of the Society, voting shall be limited to Active Members.
- 3.4** A Special General Meeting (hereafter 'SGM') of the Society may be called at such time and place as the Board may determine. The notice of such a meeting shall state the business to be transacted there and no other business shall be considered at that meeting.
- 3.5** The By-laws of the Society shall not be altered or added to except by extraordinary resolution of the Society passed by a majority of not less than two-thirds majority vote of the Active Members at a general meeting of the Society. Any Active Member, including members of the Executive, may propose or second an extraordinary resolution to amend the Bylaws Notice to propose an extraordinary resolution shall be deemed to be duly given is signed by a proposer and a seconded, who shall be members in good standing, and delivered to the Secretary, and the Secretary has notified the Members not less than one month before the AGM, or two weeks before a SGM of the Society.

### **Chair of general meeting**

**3.6** 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) The Second Vice-President, 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**

**3.7** If there is no individual entitled under these By-Laws who is able to preside as the chair of a general meeting within fifteen (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**

**3.8** 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**

**3.9** The presence in persons of at least one-tenth (10%) of the Active Members or at least six (6) Active Members in good standing, whichever is the larger number, shall be necessary to constitute a quorum at any regular general meeting.

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

**3.10** If, within Fifteen (15) 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 fifteen (15) 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**

**3.11** 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**

**3.12** The chair of a general meeting may, or, if so directed by a majority of 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 of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

**3.13** 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 thirty (30) days or more, notice of the continuation of the adjourned meeting must be given.

### **Order of business at general meeting**

**3.14** 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 AGM, then:
  - (i) receive the following reports: President, Treasurer, Manager, and other relevant reports.
  - (ii) elect or appoint directors;
  - (iii) appoint an auditor, if any;
  - (iv) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
  - (v) terminate the meeting.

### **Methods of voting**

**3.15a.** At a general meeting, voting must be by a show of hands, an oral vote or any 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.

**b.** The Chair may vote or not. If voting the Chair shall vote only once. They may vote to create a tie and kill the motion; should the Members create a tie the Chair may vote or not to break the tie. However, at no time does the chair have a second vote.

### **Proxy voting**

**3.16** Voting by proxy is not permitted and one voting representative Family Member cannot vote by proxy on behalf of the other.

### **Announcement of result**

**3.17** 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.

### **Matters decided at general meeting by ordinary resolution**

**3.18** A matter to be decided at a general meeting must be decided by an 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.

Regular Meeting 50% in favour; Special Meeting two thirds (66%) in favour

- 3.19** The Society shall exercise such borrowing power as may from time to time be approved by Trustees' resolution, passed by a majority of the Board.
- 3.20** Roberts Rules of Order, where not inconsistent with these Bylaws, shall apply so far as applicable to all meetings of the Society.

**PART 4 – DIRECTORS**

**Election or appointment of directors**

- 4.1** The affairs of the Society shall be controlled by a Board of Trustees, consisting of not less than three (3) and not more than seven (7) Directors. It shall be the duty of the Board, to formulate the general policies for the operation of the Society, and for the care, custody, and control of all Society properties and records. The Board shall render, at least once each year, a report of the operation of the Society to the members of the Society at the AGM.
- 4.2** The Trustees of the Society shall be elected at the AGM, and shall hold office for a period of one or two years, save only that in the year in which these By-Laws become operative, two of the elected Trustees shall mutually agree to hold office for one year only.
- 4.3** Should an office for any reason become vacant, the vacancy for the unexpired portion of the term may be filled by the vote of the Board of Trustees. Should such a vacancy result in the Board of Trustees having fewer than three (3) persons, the vacancy must be filled by the vote of the Board of Trustees.
- 4.4** The members of the Board of Trustees shall assume office at the close of the AGM at which they are elected. Immediately following the AGM the elected Board shall meet.
- 4.5** Trustees of the Society shall be elected or appointed to the following Executive Board positions, and an Executive Officer, other than the President, may hold more than one position:
  - (a) President;
  - (b) Vice-President;
  - (c) Second Vice-President;
  - (d) Secretary;
  - (e) Treasurer.
- 4.6** A Trustee shall be eligible for re-election.
- 4.7** The Board at its first regular meeting immediately after the close of the AGM shall: determine its executive officers; determine Board meeting day, time and location; appoint such committees as the Board deems necessary to carry on the business of the Society; and may delegate to any such committee as much of its authority as it desires.
- 4.8** The Society's fiscal year is the calendar year from January 1 to December 31, and the financial report for each fiscal year ending December 31 will be prepared by 31 March of the following year for approval by the Board, and sent to the Auditor for presentation at the AGM

**PART 5 – DIRECTORS' MEETINGS**

**Calling directors' meeting**

- 5.1** A directors' meeting may be called by the President or by any two (2) other directors if additional to the agreed meetings in 4.8.

**Notice of directors' meeting**

**5.2** At least seven (7) days notice of a directors' meeting in 5.1 shall be given, unless all the directors agree to a shorter notice period.

**Proceedings valid**

**5.3** Notice of meeting in 5.1 may be by mail, email, telephone. The non-receipt of a so given notice by a director does not invalidate proceedings at the meeting.

**Conduct of directors' meetings**

**5.4** The Board may meet for the dispatch of any business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be decided by a majority vote of those present.

**Quorum of directors**

**5.5** The quorum for the transaction of business at a directors' meeting shall be three (3).

**PART 6 –DIRECTORS' ROLES**

**Role of President**

**6.1** The President shall preside at all meetings of the Society and of the Board. The President shall jointly with the secretary sign all minutes of meetings made in the name of the Society.

**Role of Vice-President**

**6.2** The Vice-President shall, in the absence or demise of the President, perform the duties of the President, and when so acting the Vice-President shall have all the powers and be subject to all given responsibility hereby given or imposed upon the President.

**Role of Second Vice-President**

**6.3** The Second Vice-President shall have an advisory role to the Vice-President, and, in the absence or demise of the Vice-President, shall perform those duties and be subject to all given responsibility of the Vice-President.

**Role of Secretary**

**6.4** The Secretary shall attend to and record the minutes of all proceedings of the Society which shall become part of the Society's official records available to anyone upon request. The Secretary shall give and serve all notices of the Society, shall be the custodian of all Board Meeting minutes. When the Secretary's term ends these records will be placed in the Society's headquarters.

**6.5** The official seal shall bear the name of the Society, the year of its incorporation, and it shall be used in the manner prescribed by the Board. It shall be in the custody of the Secretary.

**6.6** The headquarters of the Society shall be Creston, BC. The books and records of the Society may be inspected by the membership at the headquarters or other place at any such time as may be convenient to the Secretary.

**Role of Treasurer**

**6.7** The Treasurer shall be responsible for the proper keeping of the books of account and such other records as may be prescribed by law and as may be required by the Executive council. When the Treasurers' term ends these records shall be placed in the Society's headquarters.

- 6.8** The Treasurer shall print an independently reviewed statement of the receipts and disbursements as of the 31st day of December in each year by the end of the following March.
- 6.9** The Treasurer shall be responsible for all the monies payable or accruing to the Society, and shall not invest them without due authority by the Executive council. Two members authorized by the Executive council shall sign and issue cheques for monies to be paid and all negotiable paper, and serve all notices of the Society.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

- 7.1** Any officer or trustee of the Society shall be deemed to have vacated his office or position
- (a) if he/she is concerned in or participates in the profits of any contract with the Society, provided that a Trustee shall not be required to vacate his/her office by reason of his/her being a share-holder or member of any corporation which has entered into any contract with or done any work for the Society of which he/she is a Trustee, but he/she shall not vote in respect of such contract or work, and if he/she votes his/her vote shall not be counted.
  - (b) if he/she is absent from three (3) or more consecutive general meetings without valid, written reason.
- 7.2** These By-Laws 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 such as a director who provides a professional service to the Society that has been approved by the Board.

### **Signing authority**

- 7.3** 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 provide a signature, by the Vice-President together with one (1) other director,
  - (c) if the President and Vice-President are both unable to provide signatures, by any two (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.
- 7.4** Any contract over the amount presently set by Board policy must be signed in accordance with 7.3(a), (b) and (c) only.

## **PART 8 – OPERATION AND ADMINISTRATION**

### **Operations Manager**

- 8.1** The operation and administration of the museum shall be managed by a 'Manager', who shall be appointed by the Board and whose term of employment shall be at the discretion of the Board. It shall be the duty of the Manager to carry out the policies formed by the Board and to operate the archives and museum in an efficient manner.
- 8.2** The Manager may be an active member of the Society but shall not hold any other office in the Society.

## **PART 9 – SPECIAL PROVISIONS**

### **Society Operations**

- 9.1** The operations of the Society are to be carried on in its service/taxation area: Kuskonook (Cow Creek), through Creston communities to Yahk (Ryan Bridge).

### **Dissolution of the Society**

- 9.2** In the event of the dissolution of the Creston & District Historical & Museum Society, all assets remaining after all debts and liabilities have been met, will be transferred to another charitable organization with similar objectives in the service area of the Society or failing that in the East or West Kootenay, Province of British Columbia, Canada. This clause was previously unalterable.