

**Constitution and Bylaws
of the
Creston & District Historical & Museum Society**

S - 0009477

**Registered under the
Society Act of British Columbia
November 24, 1971**

Amended:
20 June 1995
8 July 2003
30 November 2004
4 October 2005
2 October 2007
22 November 2013
29 April 2017
17 June 2021
29 April 2025

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.

Bylaws 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.

“Member” means an Individual, Family, Patron or Life Member with paid current dues.

“Board” means the Board of Directors of the Society.

“Bylaws” means these Bylaws as altered from time to time.

“Director” means a person elected or appointed to the Board.

“Executive Officer” means a member of the Board’s Executive.

“Society” means the Creston & District Historical & Museum Society.

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

Membership

2.1 A person may apply for membership in the Society according to the policies and procedures determined from time to time by the Board and in effect at the time of application, and the person becomes a member on receipt of their application and payment of dues.

2.2 The Society shall consist of Individual Members, Family Members, Patron Members and Life 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 Bylaws. Each Individual Member shall be entered into the membership roll.

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, and both representatives shall be entered into the membership roll.

- c) Patron Members shall be persons who are Individual or Family Members 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. A Patron Membership entitles the Member to vote under the same terms as those governing voting privileges for Family Memberships.
- d) Life Membership may be conferred upon persons for service to the Society and entitles that person to a free membership in the Society for the duration of their lifetime. Each proposal to enrol a person as life member for services rendered shall be submitted upon recommendation by the Board to the Annual General Meeting (hereafter 'AGM'). Once approved, the Life Member shall be entered into the Membership Roll and shall receive full voting privileges.

2.3 A member must be at the age of sixteen (16) years or over.

2.4 Memberships, and membership privileges, shall not be transferable.

Duties of members

2.5 Every Member shall uphold the Constitution of the Society and shall comply with these Bylaws.

2.6 Eligibility to serve as Directors of the Society shall be vested in Members.

2.7 The right to vote on Society affairs shall be vested in Members that shall be entitled to vote in accordance with Paragraph 2.2 above.

Membership dues

2.8 The amount for membership dues shall be determined, from time to time, by the Board, subject to approval by a general meeting of the Society.

2.9 Annual membership dues shall be paid yearly in advance.

Termination of membership

2.10 A-Membership in the Society shall be terminated and removed from the membership roll by the Secretary when:

- a) The member has not paid their membership dues 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 Bylaws.
- d) The member dies.

2.11 A Member whose membership has been terminated may not vote.

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 Member from the Society for any one or more of the following grounds:
- a) Violating any provision of the Constitution, Bylaws, or written policies of the Society;
 - b) Carrying out any conduct that is illegal under the laws of British Columbia and Canada, contrary to the stated values of the Society, or similarly detrimental to the Society as determined by the Board.
- 2.13 Before a Member of the Society is disciplined or expelled under section 2.13 of the Bylaws, the Board 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 a Board meeting prior to any decision being rendered.
- 2.14 Should the Board not approve the special resolution for discipline or expulsion under section 2.13 of the Bylaws, the matter shall not be entered in the minutes of the relevant Board meetings.
- 2.16 A Director may be disciplined or expelled in the same manner that any other member of the Society may be disciplined 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 Nominees to be elected to the Board. Nominations will not be accepted from the floor.
 - (ii) The slate of Nominees will be presented at the regular Board meeting immediately preceding the AGM for approval by the Board.

- 3.3 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.
- 3.4 At least fourteen (14) days notice of any SGM, specifying the place, the date, and the hour of the meeting, and the special business to be addressed, shall be given to the Members, but the non-receipt of such notice by any Member shall not invalidate the proceedings at that SGM.
- 3.5 The Bylaws of the Society shall not be altered or added to except by Special Resolution of the Society passed by a majority of not less than two-thirds majority vote of the Voting Members at a general meeting of the Society. Any Member, including members of the Board, may propose or second a-Special Resolution to amend the Bylaws. Notice to propose a Special Resolution shall be deemed to be duly given if signed by a proposer and a seconder, who shall be members, and delivered to the Secretary, and the Secretary has notified the Members not less than one month before the AGM, or fourteen days 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) 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 Bylaws 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 person of at least one-tenth (10%) of the Voting Members or at least six (6) Voting Members, whichever is the larger number, shall be necessary to constitute a quorum at any 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, 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 if applicable;
 - (e) deal with unfinished business from the last general meeting if applicable;
 - (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 or external accountant if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
- (h) terminate the meeting.

Financial matters to be brought to a general meeting

- 3.15 At the AGM of the Society the annual financial report shall be approved. If rejected, another auditor or external accountant must be elected and a new report submitted, either to a continuation of the meeting or to a Special General Meeting.
- 3.16 On any motion 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 Voting Members.
- 3.17 The Society shall exercise such borrowing power as may from time to time be approved by Directors' resolution, passed by a majority of the Board.

Methods of voting

- 3.18 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. 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.
- (a) The Chair votes only to break a tie vote.

Proxy voting

- 3.19 Voting by proxy is not permitted and one voting representative Family or Patron Member cannot vote by proxy on behalf of the other.

Announcement of result

- 3.20 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

- 3.21 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 in which case the matter must be decided by at least two-thirds of the votes cast by the Voting Members present at the meeting.
- 3.22 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 Directors, consisting of not less than five (5) 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 Directors of the Society shall be elected at the AGM, and shall hold office for a period of two years. Terms may be adjusted as necessary to ensure approximately half the Directors' terms expire each year.
- 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 Directors. Should such a vacancy result in the Board of Directors having fewer than five (5) persons, the vacancy must be filled by the vote of the Board of Directors.
- 4.4 The members of the Board of Directors shall assume office at the close of the AGM at which they are elected.
- 4.5 Directors of the Society shall be elected or appointed to the following Executive Offices, and an Executive Officer, other than the President, may hold more than one Executive Office:
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- 4.6 A Director shall be eligible for re-election to a maximum of three consecutive terms. Once this maximum is reached the Director is not eligible for re-election to the Board and is not allowed to fill any vacancy on the Board for one year.
 - (a) If re-elected to the Board following that year, the Director must serve at least one two-year term before being elected or appointed to any Executive Office.
- 4.7 The Board at its first regular meeting immediately after the close of the AGM shall:
 - (a) determine its executive officers;
 - (b) 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;
 - (c) determine Board meeting day, time and location.
- 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 will be prepared by the auditor or external accountant for approval by the Board prior to being presented 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 4.7.

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. Motions arising at any meetings shall be decided by a majority vote of those present.
- (a) The Board may identify at its discretion routine matters that may be decided by consensus.
 - (b) Notwithstanding Paragraph 5.4, and 5.4 (a), if any matter stipulated in these Bylaws or in Board policy requires a higher voting threshold, the higher threshold shall prevail.

Quorum of directors

- 5.5 The quorum for the transaction of business at a Directors’ meeting shall be:
- a) three (3) if the Board consists of five or six Directors; or
 - b) four (4) if the Board consists of seven Directors
- 5.6 The principles of paragraphs 3.8 and 3.11 regarding transacting business at a meeting without quorum also apply to Directors’ meetings.

PART 6 –DIRECTORS’ ROLES

Role of President

- 6.1 The President shall typically 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 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, and shall deposit all records at the Society's headquarters within 30 days of the records being approved or received.
- 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 Society's headquarters.
- 6.6 The headquarters of the Society shall be at 219 Devon Street, 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 oversee 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 Board. These records shall be placed in the Society's headquarters.
- 6.8 The Treasurer shall ensure that an independently reviewed statement of the Society's financial position is printed 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 Board.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

- 7.1 Any Officer or Director of the Society shall be deemed to have vacated their office or position
- (a) if the Director is concerned in or participates in the profits of any contract with the Society, provided that a Director shall not be required to vacate their office by reason of being a share-holder or member of any corporation which has entered into any contract with or done any work for the Society, but the Director shall not vote in respect of such contract or work.

(b) if they are absent from three (3) or more consecutive Board meetings without valid, written reason.

7.2 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 who provides a professional service to the Society that has been approved by the Board.

Signing authority

7.3 A contract, financial document, or other record to be signed by the Society must be signed on behalf of the Society by any two individuals authorized by the Board to sign on behalf of the Society.

(a) Nothing in this Paragraph invalidates or overrides Paragraph 6.1 above.

7.4 Any contract over the amount presently set by Board policy must be approved by the Board prior to payment.

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.

(a) Termination of the Manager's employment requires a Special Resolution of the Board with minimum two-thirds majority vote.

(b) A notice must be sent to all Directors a minimum of fourteen (14) days prior to any vote taking place to terminate the Manager's employment contract. This notice must state the day, time and location of the meeting in which the vote will take place and it must clearly state the reason for wanting to terminate the Manager's employment. If the conditions of the notice are not followed, the vote is not permitted.

8.2 The Manager may be a 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 primarily 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.