

# **TERRACE AND DISTRICT MUSEUM SOCIETY**

## **CONSTITUTION**

1. *The name of the Society is Terrace and District Museum Society*
2. *The purposes of the Society are:*
  - a) *To maintain, preserve, operate, and promote the premises, facilities, and archives of Heritage Park Museum as an interpretive site representing the pioneer era in the region from 1890 to 1930;*
  - b) *To establish a dedicated museum and archives to collect, preserve, and display artifacts and documents from Terrace and the surrounding area.*

## BYLAWS

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in the Society Act and any other bylaws.

### PART 1 – INTERPRETATION

- 1.1 In these bylaws, unless the context otherwise requires,
- (a) “**directors**” means the directors of the Society for the time being and “**director**” means only one director;
  - (b) “**member**” means
    - (i) an applicant for incorporation of a Society who has not ceased to be a member; and
    - (ii) every other person who becomes and remains a member in accordance with the bylaws;
  - (c) “**museum**” means the Heritage Park Museum located at 4702 Kerby Avenue in Terrace, B.C.
  - (d) “**registered address**” of a member means that member’s address (mailing address or electronic mail address) as recorded in the register of members;
  - (e) “**Society**” means the Terrace and District Museum Society; and
  - (f) “**Society Act**” means the Society Act (British Columbia).
- 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.
- 1.4 Unless otherwise expressly provided, reference in these bylaws to a statute is a reference to that statute as from time to time in force, re-enacted or replaced.

### PART 2 – MEMBERSHIP

- 2.1 The members of the Society are the applicants for incorporation of the Society and those persons who subsequently have become members in accordance with these bylaws and, in either case, have not ceased to be members.

- 2.1 *The Society shall be carried on without purposes of gain for its members or directors and any profits or other accretion to the Society shall be used in furtherance of its purposes. No member of the Society or director shall be paid any remuneration for services rendered to the Society but may be paid reasonable expenses in acting as a member or director. This clause was previously unalterable.*
- 2.2 *Every member shall uphold the constitution and comply with these bylaws.*
- 2.3 *Annual membership dues shall be determined by the directors.*
- 2.4 *A member shall cease to be a member of the Society*
- (a) *by delivering its resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;*
  - (b) *on his or her death and, in the case of a corporation or society, on its dissolution; or*
  - (c) *on having been a member not in good standing for six (6) consecutive months.*
- 2.5 *All members are in good standing except those who have failed to pay their membership dues (if applicable).*
- 2.6 *Every member shall be entitled to vote at all meetings of the Society.*

### **PART 3 – MEETINGS OF MEMBERS**

- 3.1 *General meetings of the Society shall 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 *Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.*
- 3.5 *The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.*

## **PART 4 – PROCEEDING AT GENERAL MEETINGS**

### **4.1 Special business is**

- (a) all business at an extraordinary meeting except the adoption of rules of order and election of a chairperson pursuant to bylaw 4.5; and*
- (b) all business transacted at an annual general meeting except
  - (i) the adoption of rules of order;*
  - (ii) the election of a chairperson pursuant to bylaw 4.5;*
  - (iii) the consideration of the financial statements;*
  - (iv) the report of the directors;*
  - (v) the report of the auditor, if any;*
  - (vi) the appointment of directors;*
  - (vii) the appointment of the auditor, if required; and*
  - (viii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.**

**4.2 (a)** *No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.*

*(b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.*

*(c) A quorum is three (3) members present.*

**4.3** *If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated. In any other case, it shall 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.*

**4.4** *Subject to bylaw 4.5, the president, the vice president or, in the absence of both, one of the other directors present, shall preside as chairperson of a general meeting.*

**4.5** *If at a general meeting*

- (a) *there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or*
- (b) *the president and all the other directors present are unwilling to act as chairperson,*

*the members present shall choose one of their number to be chairperson*

- 4.6 *A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.*
- 4.7 *When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.*
- 4.8 *Except as provided in these bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.*
- 4.9 *In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote, if any, to which he may be entitled as a member and the proposed resolution shall not pass.*
- 4.10 *A member in good standing present at a meeting of members is entitled to one vote.*
- 4.11 *Voting is by show of hand or by ballot, as directed by the chairperson of the meeting.*
- 4.12 *Voting by proxy is not permitted.*
- 4.13 *The members may, by resolution, adopt rules of order but if no such rules of order are adopted, the proceedings of the members shall be governed by Robert's Rules of Order Newly Revised or, if the procedure adopted by resolution does not cover any point of order, such point of order shall be determined according to Robert's Rules of Order Newly Revised.*

## **PART 5 – DIRECTORS AND OFFICERS**

- 5.1 *The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, including the full management of operations, liabilities, revenues and expenditures of the museum and the ability to make rules and regulations governing its operations, but subject, nevertheless, to*

- (a) *all laws affecting the Society;*
  - (b) *these bylaws; and*
  - (c) *rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.*
- 5.2 *No rule made by the Society in general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.*
- 5.3 *The number of directors shall be seven (7). If at any time an office of a director is vacated, the number of directors of the Society shall be reduced to the number of directors actually holding that office until the vacant position is filled.*
- 5.4 *The directors of the Society shall be determined as follows:*
- (a) *the members shall elect seven (7) directors.*
- 5.5 (a) *The terms of office of the directors elected under bylaw 5.4 shall be as follows:*
- (i) *The directors elected by the membership under bylaw 5.4 (a) shall sit for two (2) years.*
  - (ii) *Directors' terms will be staggered to allow for continuity of operations.*
  - (iii) *Any director who fails to attend three (3) consecutive meetings or fails to operate in the best interests of the society shall cease to be a director in good standing. A director not in good standing may be removed from office by special resolution and another director may be appointed by ordinary resolution to serve during the balance of the term.*
- 5.6 *No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.*
- 5.7 *In accordance with Article 4 of the Society's Constitution, no director shall be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.*

## **PART 6 – PROCEEDINGS OF DIRECTORS**

- 6.1 *The directors may meet together at the places they think fit to dispatch business, and may adjourn and otherwise regulate their meetings and proceedings as they see fit.*

- 6.2 *A meeting of the directors may be held by telephone or other communications facilities that permit all participants in the meeting to hear each other, and a director who participates in the meeting by those means shall be counted as present at the meeting.*
- 6.3 *The quorum for a meeting of the directors shall be four (4) directors.*
- 6.4 *The president shall be chairperson of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairperson. If neither the president nor the vice president is present the directors present may choose one of their number to be chairperson at that meeting.*
- 6.5 *Directors may establish committees made of directors and others.*
- 6.6 *A committee shall elect a chairperson of its meetings, but if no chairperson is elected, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.*
- 6.7 *The members of a committee may meet and adjourn as they think proper.*
- 6.8 *For a first meeting of directors held immediately following the appointment of a director or directors at an annual or other general meeting of members, it is not necessary to give notice of the meeting to the newly appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.*
- 6.9 *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, facsimile or electronic mail, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn*
  - (a) *no notice of meeting of directors shall be sent to that director; and*
  - (b) *any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.*
- 6.10 *Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.*
- 6.11 *In case of an equality of votes the chairperson has a second or casting vote.*

- 6.12 *A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.*
- 6.13 *In observance of Article 4 of the Society's Constitution, no director shall accept any remuneration for services rendered to the Society. Without affecting the Society Act, no director or employee of the Society shall have any direct or indirect financial interest in any purchase order or contract entered into or issued on behalf of the Society unless such member or employee absents himself from all meetings where the order or contract is approved or discussed while the latter is being discussed or any vote is taken in any matter affecting such an interest in an order or contract. The provisions of this bylaw shall not apply to the reimbursement of a director in respect of expenses incurred with the board's approval in carrying out the business of the Society.*
- 6.14 *The directors may, by resolution, adopt rules of order but if no such rules of order are adopted, the proceedings of the directors shall be governed by Robert's Rules of Order or, if the procedure adopted by resolution does not cover any point of order, such point of order shall be determined according to Robert's Rules of Order.*

#### **PART 7 – DUTIES OF OFFICERS**

- 7.1 *The Society shall have four (4) officers, who shall be the president, vice president, secretary, and treasurer.*
- 7.2 *The directors shall elect from among their number a president, a vice president, a secretary, and a treasurer, each of whom shall hold office for one year and shall retire from office at each annual general meeting, when their successors shall be elected.*
- 7.3 *The president shall preside at all meetings of the Society and of the directors.*
- 7.4 *The vice president shall carry out the duties of the president during the absence of the president.*
- 7.5 *The secretary shall*
- (a) conduct the correspondence of the Society;*
  - (b) issue notices of meetings of the Society and directors;*
  - (c) keep minutes of all meetings of the Society and directors;*
  - (d) have custody of all records and documents of the Society except those required to be kept by the treasurer;*



(e) *have custody of the common seal of the Society;*

(f) *maintain the register of members;*

7.6 *The treasurer shall*

(a) *keep the financial records, including books of account, necessary to comply with the Society Act; and*

(b) *render financial statements to the directors, members and others when required.*

7.7 *In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.*

7.8 *The directors may by resolution remove a director as the president or the vice president before the expiration of his or her term of office, and may elect a successor to complete the term of office.*

7.9 *Neither the president, the vice president nor the secretary or treasurer shall be remunerated for being or acting as an officer, but may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.*

## **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, borrow or raise and secure the payment or repayment of, money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.*

8.2 *No debenture shall be issued without first obtaining the consent of the members by special resolution.*

8.3 *No debenture shall be issued without first obtaining the consent of the members by special resolution.*

## **PART 9 – ACCOUNTING RECORDS**

9.1 *The Society shall keep proper accounting records in respect of all its financial and other transactions including*

(a) *all money received and disbursed by the society and the matter in respect of which the receipt and disbursement took place;*

(b) every asset and liability of the society;

(c) every other transaction affecting the financial position of the society.

9.2 The documents and accounting records of the society shall be open to the inspection of a director or member on reasonable notice to the society.

9.3 The society must, on demand by a member, provide the member with a copy of its latest financial statement.

9.4 The fiscal year end of the Society shall be December 31 in each year.

#### **PART 10 – NOTICES TO MEMBERS**

10.1 A notice may be given to a member or director, either personally, by mail, or by electronic mail to him at his registered address.

10.2 A notice sent by mail shall be deemed to have been given on the tenth day following that 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.

10.3 Notice of a general meeting shall be given to

(a) every member shown on the register of members on the day notice is given; and

(b) the auditor.

10.4 No other person is entitled to receive a notice of general meeting.

#### **PART 11 – BYLAWS**

11.1 On being admitted to membership, each member is entitled to and the Society shall provide, without charge, a copy of the constitution and bylaws of the Society.

11.2 The Society shall operate the museum on behalf of the City of Terrace. The premises, facilities, and artifacts existing and subsequently acquired shall remain the property of the City of Terrace. This clause was previously unalterable.

11.3 Upon winding-up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the wind-up or dissolution, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after the pay-

ment of any other debts of the Society, shall be transferred to the City of Terrace.  
This clause was previously unalterable.

11.4 These bylaws shall not be altered or added to except by special resolution.

**Incorporated 11<sup>th</sup> day of August, 2003.**

**[PROPOSED] Revised 30<sup>th</sup> day of March, 2017.**

**Witness to All**

**Applicants for Revision**

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Signature

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