

Bylaws

Part I — Interpretation

- 1.1 In these bylaws, unless the context otherwise requires:
- " **The Act**" means the *Society Act* of British Columbia from time to time in force and all amendments to it;
 - "**Board**" or "**Board of Directors**" means the directors of the Society for the time being, acting as a board;
 - "**directors**" means the directors of the Society for the time being;
 - "**registered address**" of a member means the member's address as recorded in the register of members;
 - "**Society**" means the Maple Ridge Historical Society;
 - "**written**" or "**in writing**" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax.
- 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 persons include corporations and associations.

Part 2 — Membership

- 2.1
- 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) There are three categories of voting members – Individual Members (including currently existing Life Members), Family Members and Organizational Members.
 - 3) Individual Members must be persons.
 - 4) Family Members must be a group of persons who are
 - a) related by blood, marriage or adoptions, and
 - b) ordinarily reside at the same address.
 - 5) Organizational Members must be corporations, associations, societies or unincorporated organizations.
 - 6) A person may apply to the Board for membership, and on acceptance by the Board and payment of membership dues is a member.
 - 7) The Board may in its sole discretion approve, postpone, or refuse an application for membership, and determine the category of membership for which an applicant is eligible.
 - 8) An application for membership received 30 days or less before a general meeting

must be postponed until after that meeting.

9) The amount and date for payment of membership dues must be determined by the Board.

2.2 Applications for membership must:

- a) be in writing and in a form approved by the Board,
- b) be made to the Board
- c) in the case of a Family Member appoint up to 2 persons as authorized representatives,
- d) in the case of an Organizational Member, appoint an authorized representative, and
- e) include membership dues.

2.3 1) Membership is not transferable.

2) The Society must send a membership renewal notice to all members not less than 14 days before the AGM.

3) A member may renew a membership until the time the AGM is called to order.

2.4 Every member and director must comply with

- a) the Act,
- b) the constitution and bylaws,
- c) any rules and policies made by the Society, including procedures for its governance, and
- d) any rules of order governing the conduct of the general meetings and of meetings of the Board.

2.5 A member ceases to be a member on

- a) delivering a written resignation to the Society,
- b) death or, in the case of an organization, on dissolution,
- c) having been a member not in good standing for 90 days, or
- d) being expelled.

2.6 A member becomes a member not in good standing on failing to pay

- a) a debt due and owing to the Society, or
- b) membership dues by or before the time that AGM is called to order.

2.7 1) A member may be expelled by special resolution as per process laid out in Section 12.3.

2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for proposed expulsion.

3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

Part 3 — Meetings of Members

- 3.1 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the Board decide.
- 3.2 1) An Annual General Meeting (AGM) must be held at least once in every calendar year, not more than 15 months after the last preceding AGM.
2) Every general meeting, other than an AGM, is a special general meeting.
3) The Board may, when it thinks fit, convene a special general meeting.
4) Any 7 Society members may convene a special general meeting.
- 3.3 1) Notice of a general meeting must
a) specify the place, day and hour of meeting, and, in case of special business, the general nature of that business,
b) include any special resolution to be proposed at the meeting, and
c) be given in writing to all members not less than 14 day before the meeting.
2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Part 4 — Proceedings at General Meetings

- 4.1 Special business is
a) all business at a special general meeting except the adoption of rules of order, and
b) all business at an AGM, except
i) adoption of rules of order,
ii) consideration of the financial statements,
iii) the report of the Board,
iv) the report of the auditor, if applicable,
v) appointment of the auditor, if applicable,
vi) election of directors, and
vii) the other business, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the board issued with the notice convening the meeting.
- 4.2 1) Quorum is 5% of members in good standing present, but not less than three.
2) No business, other than election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 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, must be terminated, but in any other case, it must stand adjourned to a time and place determined by the Board, 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. Notice of a meeting adjourned under this bylaw need not be given to members who are not present.

- 4.4
 - 1) A general meeting may be adjourned from time to time and from place to place, but business must not be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - 2) When a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - 3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 4.5
 - 1) In the case of an equality of votes, the chair of a general meeting does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the motion is defeated.
 - 2) A resolution proposed at a meeting must be seconded, and the chair of a meeting may move or propose a resolution.
- 4.6
 - 1) 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.
 - 2) If at a general meeting there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their numbers to be the chair.
- 4.7
 - 1) Questions arising at general meetings must be decided by a majority of votes, except where otherwise required.
 - 2) Voting is by show of hands, except when a ballot is requested by a majority of members present, on a show of hands.
 - 3) Each member in good standing is entitled to one vote.
 - 4) A Family or an Organizational Member may vote by its authorized representative, who is entitled to speak and vote, and all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes at a general meeting.
- 4.8 Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then Bourinot's Rules of Order must be used.

Part 5 — Directors and Officers

- 5.1 1) The Board may exercise all the powers of the Society, and do all things that the Society may do, subject to
- a) The constitution and these bylaws,
 - b) All laws affecting the Society, and
 - c) Rules, not being inconsistent with these bylaws, which may be made from time to time by the Society in general meeting.
- 2) No rule made by the Society in general meeting invalidates a prior act by the Board that would have been valid if the rule had not been made.
- 5.2 1) There must be not less than five directors and not more than 12 directors, with the number determined by ordinary resolution at the AGM.
- 2) Directors have a normal term of one year and must retire from office at each AGM.
 - 3) In an election of directors, every member in good standing has a number of votes equal to the number of vacancies.
 - 4) If the number of candidates is fewer than or equal to the number of vacancies, the candidates must be declared elected.
- 5.3 A director ceases to be a director on
- a) Ceasing to be a Member in good standing,
 - b) The end of the director's term of office, unless the director is re-elected,
 - c) Resigning in writing,
 - d) Death,
 - e) Becoming unable to perform the duties of a director due to physical or mental disability, or
 - f) Failing to attend three consecutive meetings of the Board without the authorization of the Board.
- 5.4 The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.
- 5.5 1) The Board may appoint a Member in good standing to fill a vacancy in the Board.
- 2) A director so appointed holds office only until the adjournment of the next AGM, but may be re-elected at that meeting.
- 5.6 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 5.2.
- 5.7 Directors must be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society, subject to approval by the Board.
- 5.8 1) A director must not be an employee, contractor or consultant of the Society for a period of one year after ceasing to be a director.
- 2) An employee, contractor or consultant of the Society must not be a director for a period of one year after ceasing to be an employee, contractor or consultant.

Part 6 — Proceedings of the Board

- 6.1 1) The Board may meet together at the places it think fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it see fit.
2) Quorum at a meeting of the Board is a majority of directors then in office, but not less than three.
3) The Chair or any three directors may at any time call a meeting of the Board. Notice is sufficient if sent in writing.
4) The president is the chair 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 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.
5) The Board must meet at least three times each year.
- 6.2 Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so then Bourinot's Rules of Order must be used.
- 6.3 When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.
- 6.4 A director may waive in writing, notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn
a) No notice of meetings of the Board need to be sent to that director, and
b) All meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.
- 6.5 1) Questions arising at meetings of the Board and committees must be decided by a majority of votes.
2) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such meeting may move or propose a resolution.
3) In the case of an equality of votes, the chair of a meeting of the Board does not have a second or casting vote and the motion is defeated.
- 6.6 A resolution in writing, signed by all the directors and placed within the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.
- 6.7 1) The Board may as it thinks fit, delegate any, but not all, of its powers to committees, provided that at least one director must be a member of each committee.
2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board to be held next after it has been done.
3) The Board may appoint a chair for a committee, but if it does not do so the committee must elect a chair from amongst its members.
4) A committee may meet and adjourn as directed by the Board, or as it thinks proper.

Part 7 — Executive Committee

- 7.1 1) The Board must at its first meeting following the AGM elect from amongst the directors a President, Vice-President, Secretary and Treasurer, who are the elected officers.
- 2) The Board may at any time dismiss an elected officer and elect another director to take that person's place.
- 3) The Board may appoint an Executive Director, and set the remuneration and other terms and conditions of employment of that person.
- 4) The Executive Director may also be titled the chief executive officer or general manager, and is an appointed officer.
- 5) In the absence of an Executive Director, the Board may appoint a staff member to act as liaison between the Board and the day to day operations of the Society.
- 7.2 The President
- must supervise the other officers and directors in the execution of their duties,
 - must chair all general meetings and Board meetings,
 - has the power and duties generally pertaining to the office of the President, submit to any restrictions imposed by the Board.
- 7.3 The Vice-President, in the President's absence, must perform the duties of the President.
- 7.4 In the event that both the President and the Vice-President are absent, another director may be appointed to perform their duties.
- 7.5 The secretary must be responsible for
- the correspondence of the society,
 - the issuance of notices and keeping of minutes of meetings of the Society and the Board,
 - the custody of all records and documents of the society except those required to be kept by the treasurer,
 - the custody of the common seal of the Society and,
 - the maintenance of the register of members.
- 7.6 The treasurer must be responsible for
- the financial records, including books of account, necessary to comply with the *Society Act*, and
 - rendering of financial statements to the directors, members and others when required.
- 7.7 The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- 7.8 The Board may delegate some of the duties of the secretary or the treasurer to another director, or an employee.

Part 8 – Seal

- 8.1 1) The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
2) The seal must be kept at the location designated by the Board.
- 8.2 The common seal must be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and the Vice-President.

Part 9 – Finance

- 9.1 1) The Board may raise or secure the payment or repayment of money in the manner it decides, and, in particular but without limiting the foregoing, by the issue of debentures.
2) No debenture can be issued unless it has been approved by a special resolution.
3) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.
- 9.2 The Society must invest its funds only in securities in which trustees are authorized by law to invest.
- 9.3 1) The financial statements, Board and members' minutes, and register of members may be inspected by a member, on reasonable notice.
2) The other documents of the Society, including its accounting records, may be inspected by a member on reasonable notice, subject to any resolution of the Board.
3) The documents of the Society, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.

Part 10 -Auditor

- 10.1 This Part applies only where the Society is required or has resolved to have an auditor.
- 10.2 At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM.
- 10.3 An auditor may be removed by ordinary resolution.
- 10.4 An auditor must be promptly informed in writing of appointment or removal.
- 10.5 No director and no employee of the Society can be auditor.
- 10.6 The auditor may attend general meetings.
- 10.7 The Board must fill all vacancies in the office of auditor that occur between general meetings.

Part 11 — Notices to Members

- 11.1 Written notice may be given to a member, either personally, by mail, by facsimile transmission, or by electronic means to the member at the member's registered address, electronic mail address, or facsimile number. In the case of notice given by facsimile transmission or electronic mail, the member must have consented to notice in that manner.
- 11.2 A member must promptly and in writing notify the Society of any change in the member's name, address, electronic mail address, and facsimile and telephone numbers.
- 11.3 A notice sent by mail is deemed to have been received on the second day after that on which the notice was posted.
- 11.4 1) Notice of a general meeting must be given not less than 14 days before the meeting to
 - a) every member shown on the register of members on the day notice is given, and
 - b) the auditor, if applicable.2) No other person is entitled to receive a notice of general meeting.

Part 12 — Bylaws

- 12.1 Each member is entitled to and the Society must on request give the member a copy of the constitution and bylaws upon payment of a fee determined by the Board, but that fee must not exceed \$1.
- 12.2 These bylaws must not be altered or added to except by special resolution.
- 12.3 1) Members must be given at least 14 days written notice regarding a general meeting at which a special resolution is to be considered. The notice must state that the resolution is a special resolution, and include the text of the resolution.
2) A special resolution must be passed by a 75% majority of all voting members present at a general meeting.