



Constitution and By-Laws

Approved April 27, 2017

By special resolution of the membership

Constitution

- 1) The name of the Society is “Oliver and District Heritage Society.”
- 2) The purposes of the Society are:
 - a. To establish and maintain a museum and archives to preserve and promote the cultural history and natural history of the local area.
 - b. To collect and preserve historical data and memorabilia associated with Oliver and its neighbouring communities for the use and pleasure of present and future generations.
 - c. To promote research and publish findings regarding the archaeology, architecture, history, arts, crafts, culture, genealogy and natural history of the area.
 - d. To preserve, promote the preservation, or assist in the preservation of the items that residents of Oliver and its neighbouring communities recognize as having historic value. These items include but are not limited to, natural and built heritage, historical objects and memorabilia, and archival history.
 - e. To discourage damage to objects or places of historical value in the area, and to discourage modifications or restorations of such objects and places until a thorough study, assisted by competent advisers, has been made.
 - f. To provide a place for the reception, display, study, and preservation of records and other property relating to the purposes of the Society.
 - g. To cooperate with other persons and organizations in promoting the above purposes.
 - h. To render service to schools or other institutions in the field of local cultural history and natural history.
 - i. To undertake other such activities that from time to time may be deemed appropriate.

By-Laws

Article I: Membership

- 1) There shall be the following classes of membership:
 - a. Individual membership (entitled to one vote)
 - b. Family membership (entitled one vote per person listed on the membership application up to a maximum of two votes)
 - c. Corporate/Business (entitled to one vote)
 - d. Honourary/Life membership (entitled to one vote)
- 2) Any person interested in supporting the purposes of this Society may apply to the Directors or their designate, and upon acceptance by the Directors or their designate and payment of applicable fees, the person becomes a member.
- 3) The membership fee for the subsequent fiscal year for each class of membership shall be determined by the Board of Directors and is subject to review by members at the Annual General Meeting of the Society. The new fee schedule shall commence on the first day in January following that meeting.
- 4) The Board of Directors shall determine the day in each year when the membership fee, if any, from each member is due.
- 5) It is the duty of each member, in order to remain in good standing in the Society, to comply with the By-laws of the Society and pay when due the membership fee, if any, for the current year.

Article II: Termination of Membership

- 1) Any member may cancel their membership upon notification in writing to the directors. The membership will cease upon receipt of such notice.
- 2) A member shall cease to be a member if he or she fails to pay the annual membership fee prior to the Annual General Meeting.
- 3) Any member may be expelled from the Society by a special resolution of the members passed in the General Meeting called for that purpose.
- 4) At a meeting described in Article II, Clause 3, a member, or delegate has the right to speak on his or her behalf.

Article III: Meetings of Members

- 1) Meetings of the Board of Directors of the Society shall be held on a monthly basis a minimum of nine (9) times a year, unless special arrangements are needed to meet unforeseen circumstances.
- 2) The Annual General Meeting shall be held in each year at a place within the Province and on a day to be fixed by the Board of Directors and not more than fifteen (15) months after holding the preceding annual general meeting.
- 3) Notifications of meetings will be provided to all members regarding General, Special or Annual General Meetings. Notification can be by telephone, fax, email, posted letter, announcement posted on Society website or through local media, depending on the type of meeting.
- 4) The Board of Directors may call a Special Meeting, or ten (10%) percent or more of the voting members in good standing may summon the Directors to call a Special Meeting stating the purpose for which the meeting is called and no other business shall be considered at such meeting. Fourteen (14) days' notice shall be given before such meeting.
- 5) No error or omission in giving notice of any meeting shall invalidate the meeting or make any proceeding of the meeting invalid.
- 6) The rules of procedure at General, Annual General or Special Meetings shall be determined by the Board of Directors, or if any member objects, the Robert's Rules of Order shall apply.
- 7) Quorum at any General, Annual General or Special meeting of the Society shall consist of the Chairman and four (4) members in good standing.
- 8) Quorum for a meeting of the Board of Directors shall be four.
- 9) A member in good standing present at a meeting of the membership is entitled to one vote. Voting shall be by a show of hands or, upon request, by secret ballot.
- 10) No proxies will be allowed.
- 11) In the case of a tie during voting at any meeting, the chairman shall be entitled to a deciding vote.

Article IV: Directors and Officers

- 1) The number of Directors shall be determined at the Annual General Meeting, but in no event shall the number of positions on the Board of Directors be less than five (5) in numbers.

- 2) The Directors of the Society shall be elected by the members of the Society at the Annual General Meeting and shall hold office for a two year term. Approximately half of the Directors of the Society should be elected each year. Directors are not limited in the number of terms which they may serve. Notice of a change of Directors must be filed with the registrar as soon as possible after the election.
- 3) All Directors must be members in good standing of the Society. If any member of the Board resigns his or her office, or is absent from three or more meetings without reasonable excuse, his or her office will be considered vacant and the remaining Directors may appoint someone to fill the position until the next Annual General Meeting. Appointed Directors are eligible for re-election at the Annual General Meeting.
- 4) Meeting of the Board of Directors may be called by the President or by two (2) or more Directors.
- 5) The management and the administration of the affairs of the Society shall be vested in the Directors. In addition to the powers and authority given the Directors by the By-Laws or otherwise expressly conferred upon them, the Directors may exercise all such powers of the Society and do all such acts on its behalf. Directors shall have full power to make such rules and regulations as they deem necessary, provided that such rules are not inconsistent with the Constitution of the Society and these By-Laws.
- 6) A resolution in writing signed by all the Directors or recorded via email shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted. Such resolutions will be noted at the next meeting of the Board of Directors.
- 7) No Director shall receive remuneration for his or her duties in the Society.
- 8) The Officers of the Society shall consist of the President, Vice President, Secretary and Treasurer, plus such other Officers as may be determined at a meeting of the members of the Society. Collectively these Officers form the Executive Committee.
- 9) The Officers of the Society shall be elected by the Directors from among Directors at the first Meeting of the Board of Directors following the Annual General Meeting. Officers of the Society will be elected annually and are not limited in the number of terms which they may serve.
- 10) The President shall be the Chief Officer of the Society.
- 11) The Secretary shall keep the records of the Society and shall perform such duties as may be delegated by the Board of Directors.

- 12) The Treasurer shall be the custodian of the funds of the Society, ensuring that full and accurate financial records are kept. Financial statements shall be provided to the Board of Directors, members and others when required.
- 13) The Vice President of the Society must carry out the duties of the President during the President's absence with all authority of that office.
- 14) Executives of the Society shall receive no remuneration for the performance of their duties.
- 15) Members of the Executives of the Society may be removed from their office by a majority vote of the Directors. Executives so removed may remain members of the Board of Directors.

Article V: Revenue and Expenses

- 1) All funds raised by the Society or any of its committees except for income with specific conditions, shall be considered to be general funds of the Society. All funds shall be subject to accounting procedures approved by the Board of Directors.
- 2) All funds expended by the Society or any of its committees shall be subject to the preapproval of the Board of Directors or their designated representative.

Article VI: Borrowing Powers

- 1) The Society shall have the power to borrow, raise or secure the payment of money in such manner as the Board of Directors shall think fit.
- 2) Deeds, transfers, licenses, contracts and engagements on behalf of the Society shall be signed by any member of the Executive Committee and/or the designated senior staff person.
- 3) Signing authority for banking purposes will be any two of the following: The members of the Executive Committee, and/or one other member of the Board of Directors, and/or a designated senior staff member.

Article VII: Audits of the Accounts of the Society

- 1) The Directors shall present before the members of the Society at the Annual General Meeting a financial statement showing the income and expenditure, assets and liabilities of the Society during the preceding fiscal year; the said financial statement shall be signed by two (2) or more members of the Directors and by the Society's auditor.

Article VIII: Maintenance of the Minutes and other Books and Records

- 1) The Secretary shall see that the minutes of member's meetings and minutes of Director's meetings, and all other necessary books and records of the Society are properly kept. A copy of those records will be stored on behalf of the members at the office of the Oliver and District Heritage Society at 430 Fairview Road, Oliver, B.C.
- 2) A copy of the Constitution, By-Laws and Policies of the Society as well as any special resolutions altering or adding to the same will be available to the membership during regular business hours at the office of the Society.

Article IX: Inspection of the Records of the Society

- 1) The books and records of the Society shall be open to the inspection by the members during regular business hours at the office of the Society with notice of no less than two business days.

Article X: Altering By-Laws

- 1) The By-Laws of the Society shall not be altered or added to except by a special resolution of the Society. A special resolution may be passed in a general meeting by a majority of not less than two-thirds of members of the society who are in attendance.
- 2) Notice to amend any By-Law or to introduce a new bylaw shall be circulated to the members in writing fourteen (14) days in advance of the meeting at which it is intended to be considered.

Article XI: Previously Unalterable By-Laws Removed from Constitution

- 1) The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes.
- 2) In the event the Association should at any time be wound up or dissolved, the remaining assets after payments of all debts and liabilities shall be turned over to a recognized charitable organization in the Province or elsewhere in Canada as directed by the members.
- 3) The Oliver and District Heritage Society guarantees that the facility will be available to any person or persons who wish to use it in accordance with the purpose of the facility and that the charge for using the said facility to those members of the public who are not members of the Oliver and District Heritage Society shall be either a daily or hourly charge agreed upon between the Board of Directors, and the Department of Recreation and Conservation.
- 4) Clauses 3, 4, 5 and 6 are unalterable in accordance with the Section 22 of the Societies Act.
- 5) The operation of the Society will chiefly be carried out in the Town of Oliver and the surrounding District in the Province of British Columbia. This provision is unalterable.

Sue Morhun, President

Date