

STEVESTON HISTORICAL SOCIETY

Constitution & Bylaws

Constitution

1. The name of the Society is the Steveston Historical Society.
2. The object of the Society is to preserve and promote the history of Steveston.

By-Laws

1. In the event of winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organizations concerned with social problems or organizations promoting the same object of this Society, as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization; provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the "Income Tax Act" of Canada from time to time in effect. This section was previously unalterable.

2. Members

The District of Steveston, for the purposes of this Society shall be that area (as defined by By-Law # 1421 of the City of Richmond) lying south and west of the following boundaries; Francis Road from the west City boundary to Railway Avenue; Railway Avenue from Francis Road to Williams Road; Williams Road from Railway Avenue to Gilbert Road; and from Williams Road along Gilbert Road to the south City boundary.

All persons who are in agreement with the objects of the Society, and agree to uphold the Constitution and comply with the By-Laws of the Society, shall be eligible to apply for membership in the Steveston Historical Society.

Membership in the Society shall entitle the holders to such other rights, privileges, and responsibilities of the Society as may be prescribed by the Board of Directors from time to time.

The term of membership shall be one (1) year (January 1 to December 31 of the same year) and conclude at the AGM.

Membership fees shall be set by resolution at the Annual General Meeting.

A membership may be revoked, upon good cause, by a majority vote of the Board of Directors. A member in good standing at a meeting of members of the Society is entitled to one vote.

A corporate or group member may vote by its one authorized representative who is entitled to speak and vote, and in all other respects exercises the rights of a member, And that representative shall be considered as a member for all purposes with respect

to a meeting of the society.

All members in good standing are entitled to vote at a Special, General or Annual Meeting of the Society thirty-one (31) days after obtaining a new membership.

A membership shall cease sixty (60) days after its expiration.

3. Meetings

The Annual General Meeting shall be held within fifteen (15) months of the previous Annual General Meeting, with the date to be determined by the Board of Directors.

An Annual General Meeting will be held once per calendar year.

The Board of Directors or Chair shall be empowered to call a General Meeting at any time.

The Board of Directors or Chair shall call a Special General Meeting within 21 days of receiving a written request by at least 30% of the membership of the Society, with the provision that only such business as stated on the Notice of that meeting shall be dealt with at that meeting.

A least fourteen (14) days written notice of Special, General, or Annual Meeting shall be given to every member of the Society. The notice shall specify the place, day and hour of the meeting and, in the case of special business, shall specify the general nature of that business.

At a Special, General or Annual General Meeting, a quorum shall be 10% of the total membership in good standing of the Society, but never less than seven (7) persons.

Voting at a meeting of members is by a show of hands, unless otherwise determined by the Board of Directors.

A voting member may appoint a proxy holder. This

- a) proxy must be in writing and must comply with any other requirements set out in the bylaws,
- b) is valid only at the meeting for which the appointment is given.
- c) A proxy holder must be a member of the Society and may be an individual under the age of 19 years.
- d) Unless limited in the appointment, a proxy holder stands in the place of the voting member appointing the proxy holder and can do anything that member can do, including propose and second resolutions, participate in the discussions, and vote.

4. Directors

Members at the Annual General Meeting of the Society shall elect a Board of Directors consisting of no more than ten (10).

At any meeting of the Board of Directors, the quorum shall be five (5).

The term of office of each Director except that of chair shall be for two (2) years, provided that one-half (½) of the Directors may have a term of one (1) year, and one-half (½) of the Directors may have a term of two (2) years, at a commencement date determined by the Board of Directors, with each Director elected at subsequent Annual General Meeting to have a term of two (2) years. The chair may serve for no more than two (2) consecutive terms (of two years each) for a total four (4) years.

- a) The Board of Directors may at any time appoint a member as a Director to fill a vacancy on the Board of Directors.
- b) A Director so appointed holds office only until the conclusion of the next Annual General Meeting of the Society, but is eligible for re-election at that meeting.

Directors elected by members of the Society, or appointed by the Board of Directors, shall become members of the Society by paying the appropriate fees prior to or immediately after their election or appointment, as the case may be.

Any member of the Board of Directors may be removed from office by their letter of resignation or by Extra-Ordinary Resolution passed by the membership by majority vote.

The Directors shall have the power to operate, carry on and manage the affairs of the Society and to carry out all its objectives. Without derogation from or limitation to the generality of the foregoing, the Directors shall have the power to employ any servants and agents required, to dispense with their services, to acquire land by lease or purchase, to construct buildings, to rent offices, to enter into any and all manner of contracts, to borrow money as provided for by these By-Laws, to fix all fees, dues, and assessments for membership and for the use of or entry into the Society's facilities, to prepare the text of all forms and of all other printed matter required, to fix the duties of officers other than those usual to the office as herein provided, to receive donations, to expend funds, to compromise debts, and within the limitations hereof, to pledge the credit of the Society, to fill all vacancies of their body between annual meetings, and to appoint additional directors (but so that the maximum of ten (10) shall not be exceeded), to implement the borrowing power of the Society pursuant to the Society Act and particularly by the issuance of such bonds, debentures, or other security as may be sanctioned by Special Resolution of the Society pursuant to the said Section.

5. Proceeding of Directors

At the first Board of Directors Meeting following the Annual General Meeting, the Directors shall elect the Officers of the Society, which shall consist of Chair, First Vice-Chair, Second Vice-Chair, Secretary and Treasurer.

The duties of the Officers shall be as follows:

- a) Chair: The Chair shall preside at all meetings of the Society and the Board of Directors and be the official spokesperson for the Society, and shall present a Report at the Annual General Meeting of the setting out the Society's activities since the last Annual General meeting. An individual may serve as Chair for no more than three consecutive years.

- b) First Vice-Chair: The First Vice-Chair shall assist the Chair in all matters pertaining to the Society, and in the absence of the Chair, shall preside as Chair at all meetings of the Society and the Board of Directors.
- c) Second Vice-Chair: The Second Vice-Chair shall assist the First Vice-Chair in all matters pertaining to the Society, and in the absence of the Chair and First Vice-Chair shall preside as Chair at all meetings of the Society and the Board of Directors.
- d) Secretary: The Secretary shall attend all meetings of the Society and the Board of Directors, keep the record of the Society, conduct all correspondence of the Society and the request of the Chairman shall notify all members concerned of all meetings.
- e) Treasurer: The Treasurer shall receive and safely keep all monies belonging to the Society; pay all accounts approved by the Board Directors. The signing officers for the Society shall be the Chair, First Vice-Chair, Second Vice-Chair, Treasurer. Any two (2) of the signing officers shall counter-sign all cheques drawn by the Society.
- f) Past Chair: The Past Chair shall be a member of the Board of Directors of the Society acting in an advisory capacity.

The term of office of each officer shall end at the conclusion of the next Annual General Meeting of the Society. However, an individual may serve as chair for no more than two (2) consecutive terms (of two years each) for a total of four (4) years.

Any Officer may be removed from office by Resolution of the Directors.

The Directors may appoint an Executive Director of the Society who shall be responsible to the Directors for the care, upkeep and operation of the Society's facilities and shall carry out such duties and policies as may be determined from time to time by the Directors.

6. Nominating Committee

A Nominating Committee of up to five (5) members shall be appointed by the Directors, and a Chair shall be elected from that Committee.

The Nominating Committee shall be responsible for nominating candidates for election as Directors at each Annual General Meeting.

No Candidate shall be proposed for election as a Director at any Annual General Meeting unless:

- a) Such candidate is nominated by the Nominating Committee
- b) Notice of such candidate's proposed nomination signed by the candidate and by five (5) members in good standing, is delivered to the Secretary of the Society at least five (5) days before the meeting; or
- c) Nominated as a candidate, being a member in good standing present at the meeting, such nomination to be moved and seconded by members of the Society in good standing present at the meeting.

7. Financial

- 7.1 The Society shall be empowered to borrow money to further the objectives of the Society as follows:
- a) Up to the sum of Five Thousand (\$5,000.00) Dollars, without Special Resolution; and
 - b) Greater than the sum of Five Thousand (\$5,000.00) Dollars with the authority of a Special Resolution passed by a three-quarters (3/4) majority of the members in good standing present and voting at any Annual, Special or General Meeting of the Society.
 - c) No debenture shall be issued by the Society without the Authority of Special Resolution passed by three-quarters (3/4) majority of the members in good standing present and voting at any Annual, Special or General Meeting of the Society.
- 7.2 The Financial Agent shall be appointed for a term of one (1) year by the Board of Directors at its first meeting convened within two (2) weeks following the Annual General Meeting, and no Director or Officer of the Society shall be eligible for such appointment.
- 7.3 The Financial Agent shall be promptly informed in writing of appointment or removal.
- 7.4 The duties of the Financial Agent shall be to examine and verify all accounts and books of the Society annually, as of December Thirty-First (31st) of each year, or as often as deemed necessary by the Society, and to report the results of the financial review to the Board of Directors meeting and to the Annual General Meeting.

8. Rules of Order

Any procedure not provided for in these By-laws shall be in accordance with Robert's Rules of Order.