

**THE CRANBROOK ARCHIVES, MUSEUM,  
AND LANDMARK SOCIETY**

CONSTITUTION

**Incorporated under the  
Society Act, Registration #12407  
In the Province of British Columbia, Canada**

October 20, 1995

Revised:

Approved by Resolution C. H. C. Board of Directors Membership:

Approved by Special Resolution at Annual General Meeting:

---

Robert Whetham, Chair, Board of Directors

---

Honor Neve, Chief Curator

## **CONSTITUTION**

1. The name of the Society is THE CRANBROOK ARCHIVES, MUSEUM, AND LANDMARK SOCIETY hereafter referred to as the Society.
2. Purposes of the Society
  - a) To operate and maintain an archive and museum facility located within the City of Cranbrook.
  - b) To research, preserve and exhibit artifacts that relate to Cranbrook and the East Kootenay region's heritage.
  - c) To research, restore, and exhibit artifacts related to Canadian railway travel with a focus on the Canadian Pacific Railway and the Crowsnest route and to develop a national awareness and appreciation of this heritage.
  - d) To acquire, study, and display fossil remains collected from within the East Kootenay region.

.

# **Cranbrook Archive Museum and Landmark Society Bylaws**

## **Table of Contents**

- Part 1 - Definitions and Interpretation
- Part 2 - Society Operation
- Part 3 - Membership
- Part 4 - Termination of Membership
- Part 5 - General Meetings of Membership
- Part 6 - Directors and Officers
- Part 7 - Director's Meetings
- Part 8 - Board Positions
- Part 9 - Remuneration of Directors and Signing Authority
- Part 10 - Seal
- Part 11 - Borrowing Powers
- Part 12 - Audits of Accounts
- Part 13 - Inspection of Records
- Part 14 - Indemnities to Board Members and Officers
- Part 15 - Special Trust Funds
- Part 16 - Fees and Charges
- Part 17 - Amending Bylaws
- Part 18 - Rules of Procedure

## **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;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time;

“**Society**” means **The Cranbrook Archives, Museum and Landmark 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 – Society Operation**

**2.1** The Society owns and operates a museum and archive facility named the Cranbrook History Centre, located at 57 Van Horne Street in the City of Cranbrook, British Columbia.

**2.2** The Society shall be carried on without purpose or gain for its members and any profits or other accretions to the Society shall be used for promoting its objectives.

### **Dissolution**

**2.3** In the event of winding up or dissolution of the Society, any funds and property remaining after the satisfaction of its debts and liabilities shall be given or transferred to an organization or organizations promoting the same objectives. If these provisions cannot be achieved, then such funds and property shall be given or transferred to a charitable organization, a charitable corporation, or the Department of National Revenue of Canada.

## **PART 3 – MEMBERSHIP**

**3.1** The Society has the following classes of membership:

- a) Adult
- b) Family
- c) Single Parent
- d) Senior
- e) Student
- f) Benefactor
- g) Individual Life
- h) Honorary

**3.2** Any person may apply for membership in the Society by applying to the Board.

**3.3** The Society may confer on a citizen who has rendered meritorious service to this community a Life Membership in the Society by an ordinary resolution adopted at a general meeting.

**3.4** The Society may confer on a citizen Honorary Membership in the Society, the duration of which membership shall be one year.

**3.5** Minors under nineteen (19) years of age may apply for membership in the Society according to terms and conditions set by the Board.

**3.6** The Board has discretion to accept or reject an application for membership into the Society, provided that before membership is accepted, the applicant must pay to the Society the membership fee, if any.

**3.7** The membership fee for each class of members, if any, shall be determined by the Board at a regular meeting the Society.

**3.8** Annual membership fees are due and payable:

- a) Upon application for membership, and
- b) On the anniversary date of the application for membership.

**3.9** Every member must uphold the constitution of the Society and must comply with these Bylaws.

**3.10** Each class of membership is entitled to one vote at a general meeting.

## **Part 4 – Termination of Membership**

### **4.1** Conditions under which membership ceases:

- a) Any member who desires to withdraw from membership in the Society must notify the Board in writing and shall cease to be a member upon receipt by the Board of such notice.
- b) A member is not in good standing and shall cease to be a member if they fail to pay the annual membership fee, if any, on the date due and is not in good standing for as long as the fees remain unpaid.

### **4.2** Conditions under which a member may be expelled from the Society:

- a) A member may be expelled from the Society by an extraordinary resolution passed at a general meeting called for that purpose.
- b) A member has the right to speak on their own behalf at a meeting described in 4.2 (a).

## **Part 5 – General Meetings of Members**

**5.1** A general meeting of the Society shall be held at least once every calendar year and not more than fifteen (15) months after the adjournment of the previous General Meeting.

**5.2** Notice of a general meeting must be given to every member at least fourteen (14) days before the meeting

**5.3** Notice shall be deemed to be given if mailed, e-mailed, or handed to every member, or is advertised in any newspaper circulating in the City of Cranbrook, or in the Society's newsletter.

**5.4** All members may vote at a general meeting of the Society providing they have been in good standing for at least one (1) month prior to that meeting.

### **Ordinary business at general meeting**

**5.7** At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;

- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

- 5.8** (a) A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
- (b) Five (5) percent of voting Members may request that a matter be put on the agenda at a general meeting.

### **Special Meeting**

- 5.9** (a) A special meeting may be called by the chair or on the request of not less than five (5) members in good standing.
- (b) Notice shall be given in the same manner as a general meeting.

### **Quorum for General and Special Meetings**

- 5.10** A quorum for the transaction of business at any general or special meeting of the Society shall be five (5) members or 10% of those present, whichever greater.

### **Lack of quorum at commencement of meeting**

- 5.11** If, within 30 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 30 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**

- 5.12** 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**

**5.13** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, 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**

**5.14** 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 30 days or more, notice of the continuation of the adjourned meeting must be given.

## **Order of business at general meeting**

**5.15** 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;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

## **Methods of voting**

**5.16** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 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.



## **Announcement of result**

**5.17** 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.

## **Proxy voting not permitted**

**5.18** Voting by proxy is not permitted.

## **Matters decided at general meeting by ordinary resolution**

- 5.19** (a) A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.
- (b) Any ordinary resolution or motion shall be deemed passed, if a majority vote of the members present vote in favour of such resolution or motion.

## **Part 6 – Directors and Officers**

### **Number of Directors on Board**

**6.1** The Board must have:

- a) No fewer than three (3) and no more than eleven (11) elected directors, in addition to the Chief Curator and Business Manager who shall be non voting ex-officio members.
- b) At least one third (1/3) of the elected directors must reside in BC.

### **Election or appointment of Directors**

**6.2** At each general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

**6.3** Directors shall be elected for two-year terms.

**6.4** Directors must be at least eighteen (18) years of age.

**6.5** The majority of directors must not be employed or receive remuneration for services to the Society

**6.6** An employee or member of his or her immediate family is eligible for membership in the Society, but is not eligible to vote.

**6.7** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death, or incapacity of a director during the director's term of office.

## **PART 7 –BOARD MEETINGS**

### **Calling a Board meeting**

**7.1** A Board meeting may be called by the chair or by any two (2) other directors. or by ten (10) percent of the members.

### **Notice of Board meeting**

**7.2** At least 2 days' notice of a Board meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

**7.3** The accidental omission to give notice of a Board meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors' meetings**

**7.4** The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

**7.5** A quorum for the transaction of business at a Board meeting shall be one half of the Board plus one (1).

### **Resolutions of the Board**

**7.6** A resolution of the Board requires the affirmative votes of a majority of voting members present at a meeting of the Board at which a quorum is present.

**7.7** Where the number of votes for and against a motion is equal, the question is resolved in the negative and the chair shall so declare.

**7.8** Despite Section 7.6, where a quorum is not present at a regular meeting of the Board, the directors present may determine to continue the meeting; however, all resolutions reached at the meeting must be ratified at the next regular Board meeting where a quorum is present.

**7.9** A resolution in writing signed by all the Directors shall be valid and effectual as if it has been passed at a meeting of the Directors.

## **PART 8 – BOARD POSITIONS**

### **Election or appointment to Board positions**

**8.1** Directors must be elected or appointed to the following positions as officers of the Board and an officer, other than the chair, may hold more than one position:

- (a) chair;
- (b) vice-chair;
- (c) secretary;
- (d) treasurer.

**8.2** No director shall be elected as chair unless they have served as an officer for at least one (1) year.

**8.3** No director shall serve in the same position for more than three consecutive terms.

#### **Role of chair**

**8.3** The chair shall preside at general and Board meetings and perform all the duties incidental to the office.

#### **Role of vice-chair**

**8.4** The vice-chair of the Board is responsible for carrying out the duties of the chair if the chair is unable to act and in the absence of the chair and vice-chair, the Board shall appoint one of its members to act as chair at the meeting.

#### **Role of secretary**

**8.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

#### **Absence of secretary from meeting**

**8.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

## **Role of treasurer**

**8.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) ensuring that monies payable to the Society are deposited in the Chartered Bank designated by the Board;
- (b) maintaining a set of permanent records that may be subject to annual audit;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

## **Delegation**

**8.8** Directors may delegate duties and powers to other officers that are not inconsistent with any resolution passed by the membership, or these Bylaws, or the Act.

## **Directors at large**

**8.9** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

## **Ex-officio members**

**8.10** The Chief Curator and Business Manager are ex-officio members of the Board and are jointly responsible for the day-to-day management of the activities of the Society. They shall report to the Board at each meeting and be ex-officio members of all committees.

## **Removal of officers or directors:**

**8.11** Officers of the Society may be removed by a majority vote of the directors. Officers so removed shall remain members of the Board at the discretion of the Board.

**8.12** Directors shall cease to hold office upon their ceasing to be members of the Society or if they are absent from three (3) consecutive meetings of the Board without good cause.

**8.13** Five (5) percent of the members, but in no case less than ten (10) of the members may require the directors to call a Special meeting for the purpose of removing a member of the Board, substituting a new member to that position, or both.

## **PART 9– REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

- 9.1** (a) The Society shall not pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.
- (b) Directors shall be reimbursed by the Society for reasonable and accountable traveling and out-of-pocket expenses necessarily incurred by them in the discharge of their duties.

### **Signing authority**

- 9.2** A contract or other record to be signed by the Society must be signed on behalf of the Society:
- (a) by the chair or vice-chair, together with one other director,
- (b) or, in the absence of the chair or vice chair, by two individuals authorized by the Board.

## **Part 10 – The Seal**

- 10.1** The seal of the Society shall be kept at the offices of the Society and in the custody of the Chief Curator or Business Manager.
- 10.2** The seal of the Society shall not be affixed to any document or instrument unless authorized by the Board and then only in the presence of such officers authorized under section 9.2.

## **Part 11 – Borrowing Powers**

- 11.1** The Board shall have the power to borrow or raise or secure the payment of money in such a manner as the Society shall think fit. Authorized means of borrowing may include:
- (a) operating loans, demand term loans, fixed term loans, credit card issued by accredited financial institution, or credit terms offered by suppliers;
- (b) security for borrowing may include fixed or floating charges upon all or any of the Society's present or future property.
- 11.2** Borrowing must be approved by a resolution of the Board. Approval by Special resolution is required for borrowing greater than \$50,000 (fifty thousand dollars).

## **Part 12 – Audits of the Accounts of the Society**

**12.1** The Board shall receive within 120 days after the year-end, a financial statement for review prior to presentation to the General Meeting. The financial statement must show the income, expenditures, assets, and liabilities of the Society during the preceding fiscal year. It must be signed by two or more directors, or by the Society's auditor, if requested by the Board.

## **Part 13 – Inspection of the Records of the Society**

**13.1** The books and records of the Society shall be open to inspection by Society members at all reasonable times at the office of the Society.

## **Part 14 - Indemnities to Board Members and Officers**

**14.1** The Society shall maintain indemnity insurance for the protection of its directors and officers.

## **Part 15 – Special and Trust Funds**

**15.1** The Board, by resolution, may from time-to-time establish special and trust funds. The Board shall determine the purposes of the funds and their anticipated sources of revenues and may establish such terms of reference as it deems necessary to the operation of the fund.

## **Part 16 – Fees and Charges**

- 16.1** (a) The fees and charges to be paid to the Society by users and visitors to the Cranbrook History Centre shall be determined by resolution at a regular meeting of the Board.
- (b) The schedule of fees and charges for users and visitors may be revised from time-to-time by a resolution of the Board.

## **Part 17 – Amending Bylaws**

- 17.1** (a) The Bylaws of the Society may be amended at any general or special meeting of the Society by an extraordinary resolution adopted by two-thirds (2/3) majority vote of the members of the Society present.
- (b) Notice to amend any Bylaw or to introduce a new Bylaw shall be given in writing at a meeting of the Society previous to the meeting or circulated to the members seven (7) days in advance of the meeting at which it is intended to be considered.

## **Part 18 – Rules of Procedure**

**18.1** Unless otherwise provided in the Bylaws of the Society, all meetings and proceedings of the Society shall be conducted according to “Robert’s Rules of Order”.