

## HISTORICAL SOCIETY CONSTITUTION 2024

1. The name of the Society is SOOKE REGION HISTORICAL SOCIETY
2. The purposes of the Society are:
  - (a) To gather and preserve information, records, and objects of educational and cultural value associated with the natural and human history of the area, and without limiting the generality of the foregoing
  - (b) To establish and maintain a museum for the purpose of preserving, recording and exhibiting for public enjoyment such material
  - (c) To support the development of the arts through exhibition, presentation, performance, commission, development and production.
  - (d) To undertake other such activities, which from time to time, may be deemed appropriate.

### BY-LAWS

1. The Society shall consist of Annual Members, Student Members, Life Members, Organizational Members and Honourary Life Members.
  - a) Annual Members shall be individuals who pay a yearly membership fee.
  - b) Student Members shall be individuals of 30 years of age or under, who are regularly enrolled in any educational institution in the Province of British Columbia and pay a yearly membership fee.
  - c) Life Members shall be individuals who have prepaid their membership for life by a single payment.
  - d) Organizational Members shall be corporations or organizations distinguished for their service to the Society, or for their Museum work, or who are otherwise deemed worthy of the honour. Each proposal to appoint a person or organization as an honorary life member shall be approved by unanimous decision of the Board of Directors.
2. Upon payment of a membership fee one shall become a member in good standing of the Society.

3. Annual membership to run from January 1st to December 31" and shall be kept on file at the Sooke Region Museum.

4. Eligibility to vote at meetings of the society shall be vested in Annual Members, Student Members, Life Members, and Organizational Members in good standing. These members shall be known collectively as Voting Members.

5. Each Voting Member shall have only one vote at meetings.

6. Eligibility to serve as a board member of the Society shall be vested in Annual Members, Student Members, and Life Members in good standing; and in appointees as these by-laws allow.

#### Membership Fees

7. Membership Fees shall be set by a decision of the Board of Directors, in amounts the board deems appropriate.

#### Resignations

8. Any Member may terminate their connection with the Society by sending their resignation in writing to the Secretary of the Society, and the Secretary shall remove their name from the membership roll, but no portion of any prepaid membership dues shall be refunded to the member resigning.

#### Expulsion

9. The Board of Directors shall have power by a three-quarter vote of the whole Board of Directors, which may be letter-ballot to remove good standing of any member who, in the opinion of the Board of Directors, is no longer worthy of being connected with the Society, and such member shall cease to be connected in any way with the Society, but the Board of Directors shall first give to such member the right to appear before the Board of Directors and to be heard. Should the Board not approve expulsion in any case that may be brought to its attention, the matter shall not be entered in the minutes of the meeting of the Board of Directors or of the Society.

#### Meetings

10. The Annual General Meeting shall be held, or commence, on a day in the month of February or as near thereto as circumstances permit in each year. The specific date of the Annual General Meeting shall be decided by the Board of Directors and

at least 30 days notice be given to the membership. The non-receipt of such notice shall not invalidate the proceedings of the Annual General Meeting.

11. At least fourteen (14) days notice of any general meeting, specifying the place, the date and the hour of the meeting, and in case of special meeting, the general nature of such special business, shall be given to the members. The non-receipt of notice by any members shall not invalidate the proceedings at any general or special meeting.

12. A special meeting of the Society may be called at such time and place as the Board of Directors may determine. The notice of a special meeting shall state the business to be transacted thereat and no other business shall be considered at that meeting.

13. With the unanimous consent in writing of the Voting Members, a general meeting may be convened on shorter notice than fourteen (14) days, and in any such manner which members think fit

14. The presence in person, or by proxy, of at least one-tenth, or at least 6 of the Voting Members, whichever is the larger number, shall be necessary to constitute a quorum at any general meeting.

15. Votes may be given either in person or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer. No person shall be appointed as a proxy who is not a member of the Society.

#### Officers

16. The affairs of the Society shall be controlled by a Board of Directors which shall include a President, Vice-President, Secretary, Treasurer and six (6) Directors from the membership, who shall be elected at the Annual General Meeting and hold office for a period of two (2) years, save that in the year in which the original by-laws became operative, the Vice-President, Treasurer and three (3) Directors held office for one (1) year only.

17. a. The Board of Directors shall also include the immediate Past President of the Society and an appointee selected by the T'Sou-ke Band Council.

b. A liaison may be selected by the Regional Director to represent the Juan de Fuca Electoral Area, and a liaison may be selected by Sooke Council to represent Sooke District Municipality, both of whom may attend and participate in discussions at board meetings, but are not board members. They do not have the power to vote or

move motions, nor does their presence count towards quorum at a board meeting. The discretionary power of articles 17.a and 17.b rests with the appointing bodies.

18. It shall be the duty of the Board of Directors to formulate the general policies for the operation of the Museum, and for the care, custody and control of all Museum properties and records. The Board of Directors shall render, at least once each year, a report of the operation of the Museum to the Members of the Society.

19. The operations and administration of the Museum shall be managed by an Executive Director, who shall be hired by the Board of Directors. It shall be the duty of the Executive Director to carry out the policies laid down by the Board of Directors and to operate the Museum in an efficient manner. Job duties will be laid out in the Employment Contract and a personnel policy.

20. The members of the Board of Directors shall assume office at the close of the Annual General Meeting at which they are elected. A Board member shall be eligible for re-election so that they can assume office immediately on the expiry of their term of office.

21. The President shall preside at all meetings of the Society and of the Board of Directors and shall have the second or casting vote in the event of a tie vote upon any resolution. The President shall jointly with the Secretary or Treasurer or Executive Director sign all written contracts made in the name of the Society.

22. To be eligible for nomination as President, a Member must have previously served on the Board of Directors.

23. The Vice-President shall, in the absence or demise of the President, perform the duties of the President, and when so acting the Vice-President shall have all the powers and be subject to all the responsibility hereby given or imposed upon the President.

24. The Secretary shall oversee minutes and other such records as may be prescribed by law and as may be required by the Board of Directors.

25. The Treasurer shall oversee the accounts and shall see that a duly Review Engagement financial statement is prepared for the fiscal year of the Society which shall end on the 31<sup>st</sup> day of October in each year. Monies shall only be deposited in federally guaranteed accounts unless an exception is authorized by the Board of

Directors. The Treasurer shall be one of the signing officers of the Society. Other signing officers shall be chosen from the Board of Directors and the Executive Director. Two signatures from signing officers shall be required on all cheques and negotiable paper payable to the order of the Society.

26. The Board of Directors may take action as they see fit against a Board member.

(a) If the Board member is concerned in, or participates in, the profits of any contract with the Society.

(b) A Board member may not be subject to this board's action by reason of them being a shareholder or member of any corporation which has entered into any contract with or done any work for the Society of which they are a Board member, provided that they shall not vote in respect of such contract or work.

(c) If the Board member is absent from three (3) consecutive regular board meetings.

27. Should an office for any reason become vacant, or should any member of the Board of Directors die, resign, become incapacitated, or otherwise be prevented from fulfilling their duties before the expiration of their term, the Board of Directors may appoint an individual to fill the unexpired portion of the term.

28. A member of the Board of Directors may be suspended or expelled in the same manner that any other member of the Society may be suspended or expelled.

29. The affairs of the Society shall be managed by the Board of Directors, who shall exercise all powers of the Society, except those powers required by the Societies Act or these By-laws to be exercised in general meeting of the Society. In all cases the actions of the Board of Directors are subject to the provisions of the Societies Act and these By-Laws, and to rules and other directions, consistent with the act and By-Laws, that are proscribed by the Society in general meeting. No By-Law, rule, or other direction can be made by the Society in general meeting to retroactively invalidate a legal act of the Board of Directors.

30. As the Board of Directors may total 12, the presence in person of at least six (6) members shall be necessary to constitute a quorum at a meeting of the Board.

31. The Board of Directors may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit Questions arising at any meetings shall be decided by a majority of voting members present.

32. Roberts Rules of Order, where not inconsistent with these By-Laws, shall apply to all meetings of the Society.

33. The Society may, on the decision of the Board of Directors appoint such persons as it may deem fit to be Patrons or Honourary Presidents of the Society.

34. The Board of Directors may assign privileges to classes of membership, such as discounts to activities.

35. Any resolution regarding the borrowing of funds shall require the approval of no less than seventy-five (75%) percent of the Board of Directors. For borrowing that is anticipated to be paid over a period exceeding twelve months the approval of the membership is required at an Annual General Meeting or at a special meeting of the Society, SUBJECT TO THE SOCIETY ACT.

36. At the Annual General Meeting of the Society an auditor shall be appointed whose duty it shall be to provide a review engagement of the accounts which shall be reported at the following Annual General Meeting.

37. The headquarters of the Society shall be 2070 Phillips Road. The books and records of the Society may be inspected by the membership at the headquarters or other place and at any such time as may be convenient to the Secretary and Treasurer.

#### Committees

38. The Board of Directors at the first regular meeting after the close of the Annual General Meeting shall appoint such committees as the Board of Directors deems necessary to carry on the business of the Society, and may delegate to any such committee as much of its authority as it desires.

39. At least one month prior to the Annual General Meeting, the Board of Directors shall appoint a Nominating Committee of not less than three (3) members who shall be responsible for the preparation of a slate of officers and directors as required for presentation to the Annual General Meeting.

## By Law Amendments

40. The By-Laws of the Society shall not be altered or added to except by special resolution of the Society, passed by a majority of the membership, of not less than 75% of the voting members present at a general meeting of the Society. Notice to propose a special resolution shall be deemed to be duly given if signed by a proposer and seconder, who shall be members in good standing, and delivered to the Secretary, and the Secretary has notified the voting members, not less than one (1) month before the Annual General Meeting, or two (2) weeks before a special general meeting of the Society.

41. A member of the Board of Directors of the Society shall not receive remuneration or other financial benefit from their services as an executive member.

42. The operations of the Society are to be chiefly carried on in the Sooke District and surrounding area.

43. Upon a winding up of dissolution of the Society, any assets of the Society remaining after the satisfaction of its debts and liabilities shall be transferred or given to charitable organizations or to an organization the objects of which are similar to the objects of the Society in Canada. This provision was previously unalterable.