

Constitution

Article 1

The name of this society is "The Salt Spring Island Historical Society," hereinafter referred to as the society.

Article 2

The purposes of the society are to encourage historical research and to stimulate public interest in Salt Spring Island and British Columbia history; to promote the preservation and marking of historical sites, relics, natural features, and other objects and places of historical interest; and to publish historical sketches, studies, and documents.

Article 3

In the event of the dissolution of the society and after payment or satisfaction of its debts, liabilities, and obligations, the remaining property and assets of the society, including any unexpended income, shall be transferred or donated to such society, corporation, or association in Canada having purposes in whole or in part similar or conducive to the purposes and objectives of the society and being recognized Canadian charitable or non-profit organization, as may be authorized by the membership. This clause is unalterable.

Bylaws of The Salt Spring Island Historical Society (Incorporated August 3, 1982 - No. S17426)

Part I: Interpretation

1. (a) In these bylaws, unless the context otherwise requires,
 - (i) "The society" means The Salt Spring Island Historical Society.
 - (ii) "Officers" means the current officers of the society.
 - (iii) "Directors" means the current directors of the society.
 - (iv) "Society Act" means the Society Act of the Province of British Columbia and all amendments to it.
 - (v) "Resolution" means a detailed, important motion presented at a meeting but prepared in advance.
 - (vi) "General meeting" means a meeting for which all members have been given notice and may attend.

- (b) In these bylaws, words referring to the singular include the plural and vice versa.

Part 2: Membership

2. The membership year shall correspond with the fiscal year.
3. Any changes to the annual membership fees shall be determined at an annual general meeting of the society.
4. The members of the society include those who have been designated honorary lifetime members and those persons who have paid their annual membership fees for the current membership year who have not ceased to be members.
5. Honorary lifetime members are those individuals who have been selected by the directors of the society in recognition of their many years of contribution and service to the society. Their selection as honorary members shall be announced at an annual general meeting of the society. Honorary members are not required to pay membership fees.
6. Individuals cease to be members of the society:
 - (a) on failing to pay the annual membership fees for the current membership year;
 - (b) on submitting their resignations in writing to the society;
 - (c) on their death;
 - (d) on being expelled.
7. A member may be expelled for due cause by a special resolution passed at a general meeting.
 - (a) Written notice of the proposed expulsion shall be mailed or delivered to the member to be expelled three weeks prior to the general meeting at which the expulsion is to be discussed. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion.
 - (b) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting at which the special resolution is put to a vote. The person should be heard before the vote is taken.

Part 3: Meetings of Members

8. The directors shall determine the times and locations of the society's regular general meetings, annual general meetings, and any extraordinary general meetings.
9. *Meeting notices*

- (a) Notice of meetings shall be announced to members in the society's newsletter, in notices or advertisements in the local newspaper(s), in person, or by mail.
 - (b) Members must be given at least two weeks' notice for general meetings.
 - (c) Notice of each general meeting shall specify the time, day, and location of the meeting, and, in case of special business, the general nature of the business.
 - (d) The non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.
10. The society's annual general meeting shall be held at least once in every fiscal year and no more than fifteen (15) months after the previous annual general meeting.

Part 4: Proceedings at General Meetings

11. Quorum

- (a) A quorum is fifteen (15) members present at a meeting of the society.
- (b) If a quorum is not present within 20 minutes from the time appointed for a general meeting, no decisions or resolutions affecting the society shall be made at the meeting. However, any discussions and other business that do not involve a decision or resolution affecting the society can proceed as planned. A new general meeting to resolve any outstanding questions requiring decisions shall then be scheduled by the officers of the society and all members shall be informed of its date and time.

12. Chairperson

- (a) The president of the society, the vice-president (or, in the absence of both, one of the other directors present) shall preside as chairperson of a general meeting.
- (b) If at a general meeting, there is no president, vice-president, or other director present within 20 minutes after the time appointed for holding the meeting, or the president and all the other directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson for that meeting.

13. All resolutions or motions proposed at a general meeting must be seconded.

14. Voting

- (a) Each member in good standing present at a meeting of members is entitled to one

vote on each resolution or motion.

- (b) The chairperson of a general meeting shall vote only when a vote is tied, in which case he or she shall cast the deciding vote.
 - (c) Voting at general meetings shall be by show of hands or, at the request of two or more members, by written ballot.
 - (d) Voting by proxy is not allowed.
 - (e) All resolutions or motions proposed at a general meeting, with the exception of proposed bylaw changes, shall be decided by a majority vote in the affirmative.
15. Robert's Rules of Order shall govern the conduct of general meetings when they are not in conflict with the bylaws of the society.

Part 5: Directors and Committees

16. Officers

- (a) The officers of the society shall be the president, vice-president, secretary, and treasurer.
 - (b) No officer shall hold the same office for more than two consecutive years, although he or she may be re-elected to the same office after a period of one year has elapsed.
17. *Directors:* The officers (president, vice-president, secretary, and treasurer), the archives manager or a delegate appointed by the archives manager, the past-president, and up to four directors-at-large elected by the membership at the annual meeting shall be the directors of the society.

18. Election of directors

- (a) The directors, including the officers, shall retire from office at each annual general meeting when their successors shall be elected.
- (b) Each year the directors of the society shall select a nominating committee of three members to prepare a slate of candidates agreeable to taking on the roles of the officers and other directors for the following year. The committee shall select one of its members as chair.

29. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at that meeting.

Part 7: Salt Spring Island Archives

30. The Salt Spring Island Archives is a branch of the Salt Spring Island Historical Society (SSIHS).

31. The archives manager is appointed by the SSIHS. The archives manager reports to the society and may attend its executive meetings.

32. Finance

- a) The archives manager is authorized to purchase office supplies up to \$200 per year using money from the archives fund.
- b) The archives manager may spend any grant money received for the purposes outlined in the grant application.
- c) Each year, a petty cash fund for the archives will be established in the SSIHS annual budget in the amount of \$50 for incidental expenses. Receipts for these expenses will be presented to the treasurer when the petty cash budget needs to be refreshed.
- d) All income (donations, fees for copying, etc.) are to be deposited in the SSIHS chequing account and credited to the archives fund, and the amount and description of such income will be reported to the treasurer of the SSIHS.

Part 8: Borrowing Powers

33. To carry out the purposes of the society, the directors may not raise or secure money without the agreement of the membership.

Part 9: Auditor

34. (a) The society may choose to appoint an auditor by passing a motion to do so at an annual general meeting.

(b) No director of the society shall be appointed as the auditor.

- (c) The members of an ad hoc committee may meet when and where they choose.
- (d) The chairperson of an ad hoc committee shall report back to the directors with the committee's recommendations for consideration.
- (e) The president shall be an ex officio member of all ad hoc committees except the nominating committee

Part 6: Duties of Officers

- 24. The *president* shall chair all meetings of the society and of the directors. As the chief executive officer of the society, the president shall coordinate the activities of the directors and of the association.
- 25. The *vice-president* shall carry out the duties of the president when the president is absent and shall assist the president when requested.
- 26. The *secretary* shall:
 - (a) conduct correspondence of the society at the request of the directors;
 - (b) notify directors of the dates and times of their meetings;
 - (c) keep minutes of all general meetings of the society and meetings of the directors and prepare these for distribution or posting if requested by the directors.
- 27. The *treasurer* shall:
 - (a) keep the financial records necessary to comply with the Society Act;
 - (b) keep the record of members in good standing for the current year and take this record to general meetings to ensure that all those voting are eligible;
 - (c) develop and present an annual budget for the approval of the members at the first general meeting of each year;
 - (d) provide financial statements to the directors, members, and others at general meetings and meetings of the directors or when requested by the president.
- 28. (a) The offices of the secretary and treasurer may be held by one person who shall be known as the *secretary-treasurer*.
- (b) When a secretary-treasurer holds office, the total number of directors shall not be less than five (5).

- (c) At the annual general meeting, the chair of the nominating committee shall nominate a slate of directors for the following year. The chairperson shall also call for any additional nominations from the floor for each position.
 - (d) The meeting chair shall declare those nominated as elected, except for positions for which more than one person has been nominated. For those positions only voting shall be by written ballot.
19. If a director resigns office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former officer until the next annual general meeting.
20. The members may by special resolution remove a director from office before the expiration of the term of office and may elect a successor to complete the term of office.
21. No director shall be remunerated for acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the society.
22. *Meetings of the directors*
- (a) The directors may meet together when and where they wish and regulate their meetings and proceedings as they see fit.
 - (b) The directors may make decisions that reflect the interests and purposes of the society without requiring the consent of the general membership.
 - (c) A quorum shall be a majority of the directors in office.
 - (d) The president shall be chairperson of all meetings of the directors, or in his or her absence, the vice-president. If neither is present, the directors present may choose one of their number to chair that meeting.
 - (e) Questions arising at a meeting of the directors shall be decided by a majority vote.
23. *Ad hoc committees*
- (a) The directors may strike ad hoc committees for specific purposes, outlining the responsibilities of such committees.
 - (b) The chairperson of any ad hoc committee shall be appointed by the directors, who shall appoint other members of the committee following consultation with and approval by the directors.