

THE YALE AND DISTRICT HISTORICAL SOCIETY CONSTITUTION

1. The name of the Society is: **The Yale and District Historical Society.**

2. The objects of the Society are:

a) To gather and preserve information, records and objects of educational, historical and cultural value associated with 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 of such material.

c) To undertake other such activities which from time to time may be deemed appropriate.

BYLAWS; Membership

1.a) The Society shall consist of Active members, Student members, Life members, Commercial Members of 19 years and older.

b) Eligibility to serve as Directors of the Society shall be vested in Active members in good standing and in Life members, unless otherwise approved by the board.

c) The right to vote on Society affairs shall be vested in Active members in good standing and life members who are 19 years of age or older.

2. Active members shall be persons who wish to participate in the affairs of the Society by full voting privileges in accordance with the provisions of these By-laws.

3. **Junior** members shall be persons of eighteen years of age and younger, who are regularly enrolled in any educational institution in the province of British Columbia.

4. Life members shall be persons who have prepaid their membership for life by a single payment.

5. Life membership may also be conferred upon persons for service to the Society. Each proposal to enroll a person as a Life member for service rendered shall be submitted upon recommendation by the Executive Council to the Annual General meeting for its approval.

6. Honorary members shall be persons distinguished for their museum work, or who have rendered distinguished service to the Society, or who are otherwise deemed worthy of the honor. Each proposal to enroll a person as a Life member for service rendered shall be submitted upon recommendation by the Executive Council to the annual general meeting for its approval. Commercial members shall be commercial firms and industrial plants

Dues

7a) The scale and amount of membership fees shall be determined from time to time, by the Executive Council, subject to approval before AGM of the Society.

b) Annual membership fees or dues shall be paid yearly in advance at least thirty days before the Annual General Meeting.

Resignations

8. Any Active member, Student member, Life member, Honorary member or Commercial member may terminate their connection with the Society by sending in their resignation in writing to the Secretary/Treasurer of the Society and the Secretary/Treasurer shall remove their name from the membership roll, but no portion of any prepaid membership dues shall be refunded to the member.

Suspensions

9. Any Active or Student member where dues are in arrears for one year, shall forfeit their good standing and if at end of two years their dues remain unpaid, their name shall be removed from the membership roll.

Expulsions

10. The Executive Council shall have power by three quarters vote of the whole Executive Council, which may be letter ballot, to remove from the membership rolls the name of any person who, In the opinion of the Executive Council, is no longer eligible of being connected with the Society and such person shall cease to be connected in any way with the Society, but the Executive Council shall first follow these conditions :

(a) to send to the member written notice of the proposed discipline or expulsion, including reasons, and

(b) to give the member a reasonable opportunity to make representations to the society respecting the proposed discipline or expulsion.

C) Should Council not approve expulsion in any case that may be brought to its attention, the matter shall not be entered in the minutes of Executive Council or the Society.

Meetings

11. Annual General meeting shall be held or commence on a day in the month of April, or as near thereto as circumstances permit, in each year. The specific date of the Annual General Meeting shall be decided upon by the Executive Council.

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

13. At least 5 days' notice of any general meeting, specifying the place, the date and the hour of the meeting, and in the case of special meetings, the general nature of such special business shall be given to the members, but the non-receipt of such nature by any member shall not invalidate the proceedings at any general meeting.

14. With the consent in writing of a majority of the Active members, a general meeting may be convened on a shorter notice than five days and in any manner which such members see fit.

15. The presence in person of at least 6 Active members shall be necessary to constitute a quorum at any regular general membership meeting,

16. Votes may be given either in person or by proxy for Annual General Meeting only. The instrument appointing a proxy shall be in writing under the hand of the appointer and shall be attested by at least one witness. No person shall be appointed proxy who has not been a member of the Society for at least 3 month period prior to Annual General meeting.

Directors

17. The Society may, on the recommendation of the Executive Council appoint such persons as it may deem fit to be Patrons or non-voting Honorary Member of the Society.

18. The Directors of the Society shall be: A President, a Vice-President, a Treasurer, a Secretary and at least 2 (and may have up to) 4 Directors on the Board.

Museum

19. The affairs of the museum shall be controlled by the Executive Council. It shall be the duty of the Council 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 Council shall render, at least once a year, a report of the operation of the museum to the members of the Society.

20. The operation and administration of the museum shall be managed by a Site Manager, who shall be appointed by the Executive Council. It shall be the duty of the Site Manager to carry out the policies laid down by the Executive Council and to operate the museum in an efficient manner. The Site Manager shall be an Active member of the Society, and shall be an exofficio member of the Board. The services of the Site Manager may be terminated by a three-quarter vote of the Active members of the Society, which may be by letter ballot.

Executive Council

21. There shall be an Executive Council, consisting of the Directors of the Society and the Past president. The Site Manager shall be a member, exofficio, of the Executive Council. The Directors of the Society shall be elected at the Annual General meeting and shall hold office in alternating time periods for 2 years.

22. The members of the Executive Council shall assume office at the close of the Annual General Meeting at which they are elected. A Director shall be eligible for re-election so that a Director can assume office immediately on the expiry of their term of office. A Director shall also be eligible for re-election.

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

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

25. The Secretary shall attend to and record the minutes of all proceedings of the Society in the minute book of the Society. Incamera meetings records will be kept in a separate file for privacy and not be eligible for viewing by the Public membership. They shall be responsible for the proper keeping of records as may be prescribed by law and as may be required by the Executive Council. The Treasurer shall print a duly audited statement of receipts and disbursements during the financial year of the Society, with the assistance of the Site Manager. They shall receive all monies payable to or accruing to the Society and shall deposit the same in a chartered bank to the credit of the Society and shall not invest them without due authority by the Executive Council. They shall, with a member of the Executive Council, sign and issue all cheques for monies to be paid and all negotiable paper made payable to the order of the Society. They shall give and serve all notices of the Society.

26. Any Director of the Society shall be deemed to have vacated their office or position:

- a) If they hold any other office or place of profit under the Society unless approved by the Board or;
- b) If they are concerned in or participates in the profits of any contract with the Society, provided that a Director shall not be required to vacate their office 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 Director, but they shall not vote in respect of such contract or work, and if they vote, their vote shall not be counted.
- c) If they are absent from consecutive General membership meetings, or do not participate via telephone conference calling, or by electronic communications, the Board shall consider removal.

27. Should an office for any reason become vacant, or should any member of the Executive die, resign, become incapacitated or otherwise be prevented from fulfilling their duties before the expiration of their term, the vacancy for the unexpired portion of their term shall be filled by the vote of the Executive Council.

28. A director of a society may be removed from office

1(a) by special resolution, despite any provision of the bylaws, or

(b) without limiting paragraph (a), by the method, if any, provided for in the bylaws.

2. Unless the bylaws provide otherwise, if a director is removed from office under subsection (1), an individual may be elected or appointed, by ordinary resolution, to serve as director for the balance of the term of the removed director.

29. The affairs of the Society shall be managed by the Executive Council, in accordance with the Societies Act and Bylaws. No By-laws, and no rule or other direction made by the Society in general meeting, shall invalidate any prior act of the Executive Council which would have been valid if such By-laws, rule or other direction had not been made.

30. The presence in person of at least 4 members of the Executive Council shall be necessary to constitute a quorum at a meeting of the Executive Council.

31. The Executive Council may meet for the dispatch of business, to research and provide answers, to adjourn and otherwise regulate their meetings as they think fit.

a) Questions arising regarding Society are to be submitted in writing before meetings so that the Board may have time to research and answer any questions.

Funds

32. At the Annual General meeting of the Society, the Board shall present a Year end Financial accounts report that has been done by a professional financial service business.

33. On any motion or question involving the financial arrangement or transactions of the Society, including the fixing of annual dues placed before a general meeting of the Society, voting shall be limited to Active and Life members under 1 c) of the bylaws..

Seal

34. The official seal shall bear the name of the Society; the year of its incorporation and it shall be used in the manner prescribed by the Executive Council. It shall be in the custody of the Secretary/Treasurer and kept on file at Yale Historic Site.

35. The headquarters of the Society shall be at Yale B.C. Only the Financials and public records of the Society may be inspected by the membership at the headquarters and at any such time as may be convenient to the Treasurer.

Committees

36. The Executive Council at the first regular meeting after the close of the Annual General meeting shall appoint such committees as the Executive Council 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 and shall appoint a senior manager for special projects as needed.

37. At least three months prior to the Annual General meeting, the Executive Council will be responsible for the preparation of a slate of Directors required for presentation to the Annual General Meeting and accept nominations by electronic submission or by Canada Post. In being mindful of BC Society Act and our Governance manual regarding recruitment of Directors to be responsible with recruitment of new members to the Board there will be no nominations allowed from the floor .

By-laws

38. The By-laws of the Society shall not be altered or added to except by an Special Resolution of the Society, passed by a majority of not less than two-thirds of the Active and Life members present at a general meeting of the Society. Notice to propose an 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/Treasurer, and the Secretary/Treasurer has notified the Active members not less than one month before the Annual General Meeting, or two weeks before a Special General meeting of the Society.

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39. Roberts Rules of Order, Governance Manual and BC Societies Act where not inconsistent with these By-laws shall apply so far as applicable to all meetings of the Society.

The following persons propose to incorporate the Yale & District Historical Society and have made and hereby subscribe the above Constitution and By-laws of the Society.

(original document on file)

Dated: the 31st day of January, 1977

Name	Address	Occupation
R. C. Barry	Yale BC	Postmaster
Lloyd G. Brown	Box 54 Yale BC	Custodian
Mary E. Gazzola	Box 13 Yale BC	Housewife
Ernest A. Eklund	Box 23 Yale BC	Innkeeper
Verna Shilson	Box 42 Yale BC	Housewife
Peter E. Eklund	Box 23 Yale BC	Innkeeper

Witness to the above signatures

“SOCIETIES ACT” No. 13,043

CERTIFICATE OF INCORPORATION

(Copied and transcribed from original document on file)

I hereby certify that the Yale and District Historical Society has been incorporated as a Society under the “Societies Act” The locality in which the operations of the Society will be chiefly carried on in is in the town of Yale, province of British Columbia. Given under my hand and Seal of Office at Victoria, province of British Columbia, this thirtieth day of March, one thousand nine hundred and seventy-seven.

Certified by : L. G. Huck Deputy Registrar of Companies