

## CONSTITUTION

(Revised May 24, 2016)

The name of the Society is “KITIMAT MUSEUM & ARCHIVES”

Incorporation Purposes (2, Society Act). The purposes of the Society are:

- a) To secure and preserve specimens illustrating the history of Kitimat and area;
- b) To collect and display anthropological material relating to the aboriginal races of the Kitimat area;
- c) To obtain information respecting the natural sciences relating particularly to the history of Kitimat and area, and to increase and diffuse knowledge regarding the same; and,
- d) To operate a museum, including archives.
- e) To operate a visual arts exhibition centre and collect visual arts for Kitimat.

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## BY-LAWS

(Revised May 24, 2016)

The operation of the Society is to be chiefly carried on in Kitimat, British Columbia.

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Subject to the policies of the Board of the Kitimat Museum & Archives, hereinafter called the Board, membership in the Kitimat Museum & Archives, hereinafter called the Society, will be received upon acceptance of membership application and payment of fee. All members are in good standing except a member who has failed to pay the current annual membership fee or any other subscriptions or debt due and owing to the Society, and is not in good standing so long as the debt remains unpaid.

1) Membership in the Society consists of Members in the following categories:

- a) Individual Member. This category is open to adult individuals. This membership is entitled to all the benefits.
- b) Student Member. This category is open to adult individuals who are full-time students of an education institution. This membership is entitled to all the benefits.
- c) Senior Member. This category is open to individuals who have attained Senior Status as outlined in Province of BC Statutes. This membership is entitled to all the benefits.
- d) Family Member. This category is restricted to a group of individuals consisting of one or two adults and one or more minors residing at the same address. Each individual of this membership is entitled to all the membership benefits.
- e) Corporate Member. This category is restricted to a registered organization. Applications for corporate membership shall include the appointment by the organization of one of its members as their representative in the Society. The representative will hold title to the membership benefit on behalf of the Member.

- f) Life Member. This category is restricted to individuals who are granted membership without payment of membership fees. This membership is entitled to all the benefits.
- g) Honorary Members. This category is restricted to individuals and organizations that are granted membership without payment of membership fees.
- h) Voting Member – in good standing shall be entitled to one vote. Application for approval is made to the Museum Board of Directors.

Annual membership dues are determined by the Board of Directors.

- 2) The majority of Directors of the Kitimat Museum & Archives, hereinafter called the Society, shall have attained adulthood. The Society may wish to have an individual who is 16 or 17 years of age as a director or senior manager so long as the majority of the directors are individuals who are at least 18 years of age.
- 3) The annual membership fee of the Society for all categories shall be established by a majority vote of the Board and shall be payable every 12 months.
- 4) Members shall be entitled to receive a copy of the constitution and by-laws.
- 5) The Municipal Council of Kitimat and the Haisla Nation Council may each appoint a representative to the Board.
- 6) A voting membership in the society shall be terminated:
  - a) Upon acceptance of a member's resignation by the Board;
  - b) On the member's expulsion by the Board for any reason in the interests of the Society;
  - c) In the case of a Corporate Membership, on dissolution of the organization;
  - d) On having been a member not in good standing for six (6) consecutive months.
- 7) Upon fourteen (14) days' notice in writing to the Secretary of the Society, a member is entitled to inspect the books of the Society, at a time and place to be fixed by the Secretary of the Society. The time will be within 14 days of receipt of the notice.
- 8) The Board of Directors of the Society shall consist of no more than seven (7) members and no fewer than five (5), to be elected from the voting membership of the Society. In the Society, the Board President shall be known as the Board Chair, the Board Vice-President shall be known as the Board Vice-Chair, and the Board Secretary shall be known as the Recording Secretary. The Board Treasurer is the fourth executive position.
- 9) A Director will serve for a term of two (2) years, but no person may hold office for more than four (4) consecutive years with one exception – the Board Chair will sit in the position of Past Board Chair for one (1) additional year for transition. A Director may stand for re-election after one year off of the Board.
- 10) The Directors of the Society shall choose a Chairman, Vice-Chairman, Recording Secretary and Treasurer from among themselves at the first meeting after the Annual General Meeting at which the election of the Board of Directors took place.

- 11) In the event that a Director should leave the Board, the Board of Directors may appoint a member of the Society to complete the term.
- 12) A majority of the Board of Directors shall constitute a quorum at a meeting of the Board.
- 13) The Board shall meet not less than four (4) times a year and may meet as often as is deemed necessary to conduct the affairs of the Society.
- 14) The Board of Directors shall:
  - a) Select the officers of the Society;
  - b) Conduct the affairs of the Society subject to the by-laws;
  - c) Appoint all committees and supervise their activities and delegate to such Committees and/or the Curator such powers as may be deemed necessary;
  - d) Remove any officer from the office by majority vote at a special meeting of the Board called for such a purpose;
  - e) Employ, dismiss and determine the remuneration of the Curator; and,
  - f) Purchase, lease, rent or otherwise acquire such equipment, goods and chattels as may be required to carry out the objects of the Society.
- 15) The Chairman shall:
  - a) Preside at all meetings;
  - b) Be a signing authority for all disbursements;
  - c) Represent the Museum before any group requesting the presence of the Museum or delegate a representative; and,
  - d) Prepare and present an annual report to the membership.
- 16) The Vice-Chairman shall:
  - a) In the absence of the Chairman, perform the duties of the chairman; and,
  - b) Be a signing authority on disbursements.
- 17) The Treasurer shall:
  - a) Oversee the financial records of the Museum;
  - b) Be a signing authority on disbursements;
  - c) And ensure a financial review is performed on the Museum financial records prior to the Annual General Meeting.
- 18) The Recording Secretary shall:
  - a) Take minutes of general meetings and director's meetings. In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.
- 19) The Secretary to the Board:
  - a) The Curator/Manager shall act as Secretary to the Board;
  - b) Shall keep a list of the members of the Museum;
  - c) Conduct the correspondence of the Museum as directed by the Chairman; and,

- d) Maintain the records of the Museum.
  - e) Issue notices of the general meetings and directors' meetings.
  - f) File the annual report of the Society and make any other filings with the Registrar under the Act.
- 20) Should the Chairman and Vice-Chairman not be present, the Board may elect a Chairman from among themselves for that meeting.
- 21) A Director shall disclose any conflict of interest and shall disqualify him or herself from voting or in any way determining an outcome or a course of action that the Society shall take in such business transactions.
- 22) A Director shall cease to hold office if at any time the Director:
- a) Ceases to be a member of the Society;
  - b) His or her term of office expires unless he or she is re-elected;
  - c) That Directors' conduct is detrimental to the interests of the Society in the opinion of the Board, at which time the Board, by unanimous vote (not including the vote of the Director in question) expel the director;
  - d) A Director ceases to be a resident in the Province of British Columbia;
  - e) A Director presents a notice of resignation which is accepted by the Board; or,
  - f) A Director misses more than three consecutive meetings. At such time, the Board shall review directorship.
- 23) Directorships in the Society shall be unpaid. However, Directors shall be entitled to be reimbursed for any expenses incurred in service to the Society that have been approved by the Board.
- 24) General and special meetings of the Society may be held when considered necessary by the Board or when requisitioned in writing by ten percent (10%) of the membership. In such cases of member requisition, the steps set out in the Society Act, *Requisition of the General Meeting (75)* will be followed. Such special meetings shall be called by the Board within sixty (60) days of the Board receiving the requisition. If, within twenty-one (21) days after the date of the society's receipt of a requisition, the directors do not call a general meeting, a majority of the requisitionists may call the meeting.
- 25) The Board may enter into any contract or agreement that will be in the best interests of the Society.
- 26) All decisions made by the Board shall be by a simple majority, except as otherwise provided for in these By-Laws.
- 27) The Annual General Meeting of the Society shall be held in May of each year.
- 28) A quorum at an Annual, General or Special Meeting of the Society shall consist of three (3) voting members or 10% of the voting members, whichever is greater.

- 29) Notice of Annual, General or Special Meetings of the Society shall be given to each member, fourteen (14) days in advance of the meeting at the address given by the member on the Society's records. Notice shall also be published in a local newspaper and posted in the Museum fourteen (14) days in advance of such a meeting.
- 30) Voting by proxy is not permitted.
- 31) Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.
- 32) The Society may borrow or otherwise raise funds necessary to carry out the objectives of the Society.
- 33) Any resolution regarding the borrowing of funds up to the amount of five thousand (\$5000.00) shall require the approval of seventy-five (75%) percent of the Board. For amounts over five thousand (\$5000.00) dollars, a special meeting must be called and will require the approval of seventy-five (75%) percent of the members present. No debenture shall be issued without sanction of a special resolution.
- 34) Any funds borrowed by the Society shall be used to further the objectives of the Society or to pay any debts incurred by the Society.
- 35) There shall be an annual financial statement of the Society's books, for which the voting membership shall appoint a professional Accountant at the Annual General Meeting. The financial statements shall be presented at the Annual General Meeting of the Society for adoption by the members present.
- 36) The Society shall keep all minutes of meetings and all financial records relating to the Society's operation. The office of the Museum shall maintain this file.
- 37) Any changes in the By-Laws of the Society must be passed by seventy-five (75%) percent of the members present at an Annual General or Special Meeting. Written notice of proposed changes to the By-Laws shall be mailed to members of the Society, not less than fourteen (14) days prior to the date of the meeting. At least ten (10) days before the date of each annual general meeting, the Society must send each member a copy of the financial statements that are to be presented at the meeting.
- 38) The Board may make such policies as may be necessary for the orderly and proper operation of the Museum.
- 39) The Society's fiscal year shall be from the first (1<sup>st</sup>) of January until the 31<sup>st</sup> of December of each year.
- 40) The Society will not lend money.

41) Upon the dissolution of the Society, all interest in and title to all property and assets of the society shall pass to the Corporation of the District of Kitimat, and this provision shall be unalterable.