



BOUNDARY MUSEUM

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BOUNDARY MUSEUM SOCIETY

CONSTITUTION

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BYLAWS

Incorporated April 1, 1980
As amended April 26, 2010

CONSTITUTION

1. The name of the Society is "BOUNDARY MUSEUM SOCIETY".
2. The purpose of the Society is to collect, research, preserve, exhibit and use for education, artefacts and specimens relating to the human and natural history of the Grand Forks and Boundary area.
3. The Society shall be carried on without purpose of gain for its members, and any profit or other accretions to the Society shall be used in promoting its objects.
4. In the event of winding up or dissolution of the Society, any funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations concerned with social problems or organizations promoting the same objects as this Society, as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations; provided that such organizations referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by Revenue Canada as being qualified as such under the provisions of the INCOME TAX ACT of Canada from time to time in effect.
5. Clauses 3, 4, and 5 are unalterable in accordance with Section 22 of the Societies Act.

DATED THE 1st DAY OF APRIL 1980

APPLICANTS FOR INCORPORATION

LEO D. MILLS
275 N.E. 1st AVE.
GRAND FORKS. BC

EMERSON REID
130N.E.5th ST.
GRAND FORKS, BC

JANET COLLETT
121 N.W.6th ST.
GRAND FORKS, BC

ETHEL MCMANNIS
209 E. CENTRAL AVE.
GRAND FORKS, BC

DOUGLAS L. FEIR
275 N.W. 3rd ST.
GRAND FORKS, BC

WITNESS TO ALL SIGNATURES

WALTER SLATER
406 S.E. 1st AVE.
GRAND FORKS, BC

ETHEL FEIR
275 N.W. 3rd ST.
GRAND FORKS, BC
CITY CLERK
LARRY HUMPHREY
136 S.E. 4th ST.
GRAND FORKS, BC

ABRAHAM W. HEIBERT
RUCKLES ADDITION NORTH
GRAND FORKS, BC

WILLIAM SOUKOREFF
151 CENTRAL AVE.
GRAND FORKS, BC

BYLAWS
OF
BOUNDARY MUSEUM SOCIETY

Part 1 – Interpretation

1. (1) In these bylaws, unless the context otherwise requires.
 - (a) "Directors" means the directors of the Society for the time being;
 - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) "Registered address" of a member means his address as recorded in the register of members.(2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

Part 2 – Membership

3. The members of the Society are the applicants for incorporation of the Society, and those persons, who subsequently have become members, in accordance with these bylaws and, in either case have not ceased to be members.

4. A life membership may be granted, with or without fee, to such persons as may be determined by the board of directors.

5. Every member shall uphold the constitution and comply with these bylaws.

6. The annual membership dues shall be determined at the annual meeting of the Society and become effective the first of January the following year.

7. A person shall cease to be a member of the Society
 - (a) by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society or
 - (b) on his death or upon the expiration of his annual membership dues.

8. (1) A member may be expelled by a resolution of the members passed at a general meeting.
(2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

- (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him/her to the Society and he/she is not in good standing so long as the debt remains unpaid. The membership year shall be the twelve(12)month period from date of purchase.

Part 3 – Meetings of Members

10. (1) The annual General Meeting of the Society shall be held at such time and place in accordance with the Society Act, as the directors decide. Only those members who have paid their dues 21 days prior to the annual general meeting shall be entitled to vote at the annual general meeting.
(2) The annual general meeting of the Society shall be held at least once in every calendar year and not more than 15 months after the adjournment of the previous annual meeting.
11. Every General Meeting, other than an Annual General meeting, is an Extraordinary General Meeting.
12. The directors may, whenever they think fit, convene an Extraordinary General Meeting.
13. (1) Notice of a general meeting shall specify the place, the day, and the hour of the meeting, and, in case of special business, the general nature of that business.
(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Part 4 – Proceedings at General Meetings

15. Special business is:
 - (a) all business at an extraordinary general meeting except the adoption of the agenda, and
 - (b) all business that is transacted at an annual general meeting, except
 - (i) the adoption of the agenda,
 - (ii) the consideration of the financial statements,
 - (iii) the report of the directors,
 - (iv) the report of the auditor, if any,
 - (v) the election of directors,
 - (vi) the appointment of the auditor, if required, and

- (vii) such other business as, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
16. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
(3) A quorum is 10 members present or such greater number as the members may determine at a general meeting.
17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of the members, shall be terminated; but in any other case, it shall be adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
18. Subject to Bylaw 19, the president of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.
19. If at a general meeting,
(a) there is no president, vice-president, or other director present within 15 minutes after the time appointed for holding the meeting, or
(b) the president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
20. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
(2) Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
21. (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
(2) In the case of an equity of votes the chairman shall not have a casting or

second vote to which he may be entitled as a member and the proposed resolution shall not pass.

22. (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by a show of hands.
- (3) Voting by proxy is not permitted.

23. Deleted

Part 5 – Directors and Officers

24. (1) The directors may exercise all such powers and do all such things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meetings, but subject, nevertheless, to the provisions of
 - (a) all laws affecting the Society
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
 - (2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
25. (1) The Board of Directors shall consist of nine (9) members or such greater number as may be determined from time to time at the annual general meeting; one (1) person appointed or nominated by the Grand Forks City Council and one (1) person appointed or nominated by the Chamber of Commerce for the City of Grand Forks. The remaining seven (7) directors shall be elected by the affirmative vote of a majority of the members present at the annual general meeting of the Society. If on the reason that there is no one appointed or nominated to the Board by the Grand Forks City Council and by the Chamber of Commerce, the Board shall consist of the seven (7) elected members, until such time as the two participating groups supply their representatives.
 - (2) The elected directors will meet immediately after the annual general meeting and from their number elect a President, Vice President, Secretary, and Treasurer. Such officers to hold office, until the next annual general meeting of the Society, or until appointed by a subsequent vote of the Board.
26. (1) At the general annual meeting in each year, one-third of the elected members for the time being, or, if their number is not three or a multiple of three, then the number nearest one third shall retire from office.

- (2) The elected directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot. A retiring elected director shall be eligible for re-election.
 - (3) Separate elections shall be held for each director position to be filled.
 - (4) An election may be by acclamation, otherwise it shall be by ballot.
 - (5) If no successor is elected the person previously elected or appointed continues to hold office.
27.
 - (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
 - (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but he is eligible for re-election at the meeting.
28.
 - (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
 - (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
29. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
30.
 - (1) No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaging in the affairs of the Society.
 - (2) No director may be a paid employee of the Society.

Part 6 – Proceedings of Directors

31.
 - (1) The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
 - (2) The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be the majority of the directors, less any director not being available as determined in Bylaw 36.
 - (3) The President shall be chairman of all the meetings of the directors; but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting the vice-president shall act as chairman, but if neither is present the directors present may choose one of their number to be chairman at that meeting.
 - (4) A director may, at any time, and the secretary, on the request of the director, convene a meeting of the directors.

32. (1) The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.
(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in the exercise of those powers to the earliest meeting of the directors to be held next after it is done.
33. A committee shall choose chairman for its meetings; but if no chairman is chosen, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman for the meeting.
34. The members of a committee may meet and adjourn as they think proper.
35. For a first meeting of directors held immediately following the appointment of a director or directors at an annual or other general meeting, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.
36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, cable, email or telephone, of many of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,
 - (a) no notice of meetings of directors shall be sent to that director,
 - (b) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective, and
 - (c) a director who is unable to attend a duly called meeting shall notify the chairman or the secretary of such intended absence. Any member of the Board of Directors who shall absent himself from two consecutive meetings, and who has not given notice of such absence, shall be deemed to have resigned as a member of the board and shall cease to be a member thereof. In the case of special circumstances, a waiver of this requirement and thereby creating a limited time, "Leave of Absence" will be appropriate, as deemed by the Board of Directors.
37. (1) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
(2) In case of an equity of votes the Chairman does not have a second or casting vote.
38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the Chairman of the meeting may move or propose a resolution.

39. A resolution in writing signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 7 – Duties of Officers

40. (1) The president shall preside at all meetings of the Society and of the directors.
(2) The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
41. The vice president shall carry out the duties of the president during his absence.
42. The secretary shall
- (a) conduct the correspondence of the Society,
 - (b) issue notice of meetings of the Society and directors,
 - (c) keep minutes of all meetings of the Society and directors,
 - (d) have custody of all records and documents of the Society except those required to be kept by the treasurer,
 - (e) have custody of the common seal of the Society, and
 - (f) maintain the register of members.
43. The treasurer shall
- (a) keep such financial records including books of account, as are necessary to comply with the Society Act, and
 - (b) render financial statements to the directors, members and others when required.
44. (1) Any two of the offices of Vice-president, Secretary and Treasurer may be held by one person as board limitations require.
(2) Where any two such offices are combined, the total number of directors shall not be less than five.
45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 – Seal

46. The directors may provide a common seal for the society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
47. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution

or if no persons are prescribed, in the presence of the president and secretary or president and secretary-treasurer.

Part 9 – Borrowing

48. In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the society raise or secure to payment or repayment of money in such manner as they decide. The Society may issue debentures.
49. No debenture shall be issued without the sanction of a special resolution.
50. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

Part 10 – Auditor

51. This part applies only where the Society is required or has resolved to have an auditor.
52. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
53. At each annual general meeting the Society shall appoint any auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
54. An auditor may be removed by ordinary resolution.
55. An auditor shall be informed forthwith in writing of appointment or removal.
56. No director and no employee of the Society shall be auditor.
57. The auditor may attend general meetings.

Part 11 – Notice to Members

58. A notice may be given to a member, either personally or by mail to him at his registered address.
59. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in providing that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
60. (1) Notice of a general meeting shall be given to:

- (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor of part 10 applies.
- (2) No other person is entitled to a notice of general meeting.

Part 12 – Bylaws

- 61. On being admitted to membership a member is entitled to and the Society shall give him without charge, a copy of the constitution and bylaws of the Society.
- 62. These bylaws shall not be altered or added to except by resolution.